

NOTICE OF THE 50TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 50th Annual General Meeting of Faber Group Berhad ("FGB" or "the Company") will be held at the **Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur** on **Tuesday, 25 June 2013 at 10.00 a.m.** for the purpose of transacting the following businesses:-

AGENDA**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2012 together with the Directors' and Auditors' reports thereon.
- To declare a final dividend of 10 sen less 25% tax per ordinary share of RM0.25 each in respect of the financial year ended 31 December 2012. **Ordinary Resolution 1**
- To approve the Directors' fees and the payment thereof to the Directors in respect of the financial year ending 31 December 2013, to be payable on a quarterly basis, in arrears. **Ordinary Resolution 2**
- To re-elect Dato' Mohd Izzaddin bin Idris who is retiring in accordance with Article 66 of the Company's Articles of Association and being eligible, offers himself for re-election. **Ordinary Resolution 3**
- To re-elect the following Directors who are retiring in accordance with Article 70 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - Datuk Ir Abdullah Sani bin Abd Karim **Ordinary Resolution 4**
 - Robert Tan Bun Poo **Ordinary Resolution 5**
 - Dr. Saman @ Saimy bin Ismail **Ordinary Resolution 6**
 - Azmir Merican bin Azmi Merican **Ordinary Resolution 7**
- To re-appoint Messrs Ernst & Young as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 8**

AS SPECIAL BUSINESS

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

- Authority to Issue and Allot Shares pursuant to Section 132D of the Companies Act, 1965**
 "THAT subject always to the Companies Act, 1965 ("Act"), the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Act to issue and allot shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being AND THAT the Directors be and are also 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 to be in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 9**
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
 "THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("FGB Group") to enter into recurrent related party transactions of a revenue or trading nature as specified in Section 2.1.3 of the Circular to Shareholders dated 3 June 2013, which transactions are necessary for the day-to-day operations in the ordinary course of business of the FGB Group and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company AND THAT such approval shall continue to be in force until:-
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such mandate is passed at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed; or
 - the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier,
 AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the transactions contemplated and/or authorised by this resolution." **Ordinary Resolution 10**
- To transact any other business for which due notice shall have been given.

NOTICE OF ENTITLEMENT AND PAYMENT OF FINAL DIVIDEND

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the 50th Annual General Meeting of the Company, a final dividend of 10 sen less 25% tax per ordinary share of RM0.25 each in respect of the financial year ended 31 December 2012 will be paid on 24 July 2013 to the shareholders whose names appear on the Company's Register of Members and/or Record of Depositors at the close of business on 9 July 2013.

A Depositor shall qualify for entitlement to the final dividend only in respect of:-

- shares transferred into the Depositor's securities account before 4.00 p.m. on 9 July 2013 in respect of transfers.
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order Of The Board

SURIATI BINTI ASHARI (LS0009029)
Company Secretary

Kuala Lumpur
3 June 2013

NOTES:

- A member of the Company entitled to attend and vote at the meeting, is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- 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 in the Company. An exempt authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the Securities Industry (Central Depositories) Act 1991.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing and in the case of a corporation shall be given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
- The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Symphony Share Registrars Sdn Bhd (378993-D) at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the Annual General Meeting or any adjournment thereof.

DIRECTORS RETIRING AT THE 50TH ANNUAL GENERAL MEETING

The Directors retiring at the 50th Annual General Meeting are as follows:-

Article 66 of the Company's Articles of Association:-

- Dato' Mohd Izzaddin bin Idris
- Oh Kim Sun
- Suhaimi bin Halim

Article 70 of the Company's Articles of Association:-

- Datuk Ir Abdullah Sani bin Abd Karim
- Robert Tan Bun Poo
- Dr. Saman @ Saimy bin Ismail
- Azmir Merican bin Azmi Merican

Oh Kim Sun and Suhaimi bin Halim have expressed their intention not to seek for re-election at the 50th Annual General Meeting.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend the 50th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 45A(b) 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 18 June 2013. Only a depositor whose name appears on the Record of Depositors as at 18 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

EXPLANATORY NOTES ON SPECIAL BUSINESS:-**ORDINARY RESOLUTION 9 – AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

The existing general mandate for the authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965 ("Act") was approved by the shareholders of the Company at the 49th Annual General Meeting ("AGM") held on 27 June 2012. The Company did not issue any new shares pursuant to this general mandate as at the date of this notice.

The proposed Ordinary Resolution 9 is a renewal of the general mandate for the authority to issue and allot shares pursuant to Section 132D of the Act. The Ordinary Resolution 9, if passed, will empower the Directors to allot and issue up to 10% of the issued and paid up share capital of the Company for the time being for such purposes as the Directors considered would be in the best interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is approved by the shareholders at the forthcoming 50th AGM, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions as well as to avoid any delay and cost in convening the general meetings to specifically approve such an issuance of shares.

ORDINARY RESOLUTION 10 – PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The details on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature are set out in the Circular to Shareholders dated 3 June 2013, which is despatched together with the Company's 2012 Annual Report.

STATEMENT ACCOMPANYING NOTICE OF THE 50TH ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) and information as set out in Appendix 8A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad).

DETAILS OF DIRECTORS WHO ARE STANDING FOR ELECTION

The Directors who are standing for re-election at the 50th Annual General Meeting of the Company are as follows:-

Article 66 of the Company's Articles of Association:-

- Dato' Mohd Izzaddin bin Idris

Article 70 of the Company's Articles of Association:-

- Datuk Ir Abdullah Sani bin Abd Karim
- Robert Tan Bun Poo
- Dr. Saman @ Saimy bin Ismail
- Azmir Merican bin Azmi Merican

Further details of the Directors standing for election are set out in the Board of Directors' profile and Analysis of Shareholdings sections of the Company's 2012 Annual Report.