



TECNIC GROUP BERHAD

(302675-A)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of the Company will be held at Hotel Equatorial Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Wednesday, 26 June 2013 at 11.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

- To receive the audited Financial Statements for the year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **(Please refer Explanatory Note (a))**
- To approve the payment of Directors' Fees of RM161,000.00 in respect of the financial year ended 31 December 2012. **(Resolution 1)**
- To sanction the declaration of a final single-tier non-taxable dividend of 5 sen per share in respect of the financial year ended 31 December 2012. **(Resolution 2)**
- To re-elect the following Directors:-
 - Gan Poh San who retires by rotation pursuant to Article 104 of the Company's Articles of Association and being eligible, offers himself for re-election. **(Resolution 3)**
 - Teo Chee Kok who retires by rotation pursuant to Article 104 of the Company's Articles of Association and being eligible, offers himself for re-election. **(Resolution 4)**
 - Amirul Azhar bin Baharom who retires pursuant to Article 109 of the Company's Articles of Association and being eligible, offers himself for re-election. **(Resolution 5)**
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

- To consider and if thought fit, to pass the following resolutions:-
 - Ordinary Resolution - Authority To Directors To Issue Shares
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **(Resolution 7)**
 - Ordinary Resolution - Proposed Renewal of Shareholders' Mandate for Tecnic Group Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties
"THAT, subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the renewal of shareholders' mandate for the Company and its subsidiaries ("Tecnic Group") to enter into recurrent transactions of a revenue or trading nature which are necessary for the Tecnic Group's day-to-day operations, as set out in Section 2.3 of the Circular to shareholders dated 3 June 2013, with the related parties mentioned therein provided that the transactions are in the ordinary course of business and on normal commercial terms that are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company,
AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:-
 - the conclusion of the next Annual General Meeting of the Company ("AGM"), at which time the mandate will lapse, unless by a resolution passed at the next AGM the mandate is again renewed;
 - the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is earlier,AND THAT the Directors of the Company be 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 effect to the mandate and transactions contemplated and authorised by this resolution." **(Resolution 8)**
- To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a final single-tier non-taxable dividend of 5 sen per share in respect of the financial year ended 31 December 2012, if approved by the shareholders at the forthcoming Nineteenth Annual General Meeting, will be paid on 16 August 2013. The entitlement date for the payment is 24 July 2013.

A depositor shall qualify for entitlement only in respect of-

- Shares transferred into the Depositor's Securities Accounts before 4.00 p.m. on 24 July 2013 in respect of transfer; and
- Shares 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

HO MENG CHAN (MACS 00574)

WU SIEW HONG (MAICSA 7039647)

Secretaries

Petaling Jaya,

Selangor Darul Ehsan.

3 June 2013

Notes:-

- A member entitled to attend and vote at the Meeting is entitled to appoint any person or persons to be his/her proxy or proxies to attend and vote in his/her stead. Such proxy need 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. Where two (2) or more proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in order for the appointments to be valid.
- The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his/her attorney duly authorised in writing, and in the case of a corporation, shall either be given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
- If there is no indication as to how you wish your vote(s) to be cast, the proxy may vote or abstain from voting at his/her discretion.
- The instrument appointing a proxy must be duly executed and deposited at the Registered Office of the Company at 308, Block A (3rd Floor), Kelana Business Centre, 97, Jalan SS7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- Depositors who appear in the Record of Depositors as at 18 June 2013 shall be regarded as Member of the Company entitled to attend the Nineteenth Annual General Meeting or appoint a proxy or proxies to attend and vote on his behalf.

EXPLANATORY NOTES

a) 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 of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

b) Ordinary Resolution - Resolution on Authority To Directors To Issue Shares

The proposed resolution 7 under item 6 of the agenda, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding 10% of the issued share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The proposed Resolution is to seek a renewal of the General Mandate for the issue of new ordinary shares pursuant to Section 132D of the Companies Act, 1965 which was approved by the shareholders at the Eighteenth Annual General Meeting.

At the date of this notice, no new shares in the Company were issued pursuant to the general authority to the Directors for issuance of shares pursuant to Section 132D of the Companies Act, 1965 at the Eighteenth Annual General Meeting held on 27 June 2012 and which will lapse at the conclusion of the Nineteenth Annual General Meeting.

With this renewed General Mandate, the Company will be able to raise funds for the purpose of funding future investment, working capital and/or acquisitions.

c) Ordinary Resolution - Resolution on Proposed Renewal of Shareholders' Mandate for Tecnic Group Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties

The proposed resolution 8 under item 6 of the agenda, if passed, will enable the Company and its subsidiary companies to enter into recurrent transactions involving the interests of related parties, which are of revenue or trading nature and necessary for the Tecnic Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on normal commercial terms that are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.