



(Company No : 886873-T)
(Incorporated In Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of APFT Berhad will be held at Merpati Room, 6th Floor, Renaissance Kota Bharu Hotel, Kota Sri Mutiara, Jalan Sultan Yahya Petra, 15150 Kota Bharu, Kelantan Darul Naim on Wednesday, 26 June 2013 at 12.00 noon for the following purposes:-

AGENDA

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Directors' and Auditors' Reports thereon. | Note B |
| 2. To approve the payment of Directors' Fees amounting to RM97,200 for the financial year ended 31 December 2012 (2011 : RM86,000.00). | Resolution 1 |
| 3. To re-elect the following Directors:-
3.1 Encik Arif Bin Faruk who retires by rotation pursuant to Article 104 of the Company's Articles of Association and, being eligible, offers himself for re-election. | Resolution 2 |
| 3.2 Dato Azmi Bin Abdullah who was appointed during the year retires pursuant to Article 91 of the Company's Articles of Association and, being eligible, offers himself for re-election. | Resolution 3 |
| 4. To re-appoint Messrs SJ Grant Thornton, the retiring Auditors of the Company and to authorise the Board of Directors to fix their remuneration. | Resolution 4 |

SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications, the following Resolutions:-

5. **Ordinary Resolution**
Authority to Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965 **Resolution 5**

"**THAT** pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue and allot 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 to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being, subject always to the approvals of the relevant regulatory authorities and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

6. **Special Resolution**
Proposed Amendments to the Company's Articles of Association ("Proposed Amendments") **Resolution 6**

"**THAT** the proposed amendments to the Articles of Association of the Company as contained in Appendix I of the Annual Report 2012 be and is hereby approved and adopted **AND THAT** the Directors be and are hereby authorised to take all such steps as they shall deem necessary and expedient to effect and complete the Proposed Amendments."

ANY OTHER BUSINESS

7. To transact any other business of which due notice shall have been given.

By Order of the Board

NG YIM KONG (LS 0009297)
TAN SEIW LING (MAICSA 7002302)
Company Secretary

Selangor Darul Ehsan
4 June 2013

NOTES:

A. PROXY

- For the purpose of determining a member who shall be entitled to attend this Meeting, only members whose names appear in the Record of Depositors as at 19 June 2013 will be entitled to attend, speak and vote at the Meeting.
- A member of the Company entitled to be present and to vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote instead of him(her). A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to 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 (1) 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.
- Where a member appoints more than one (1) proxy to attend and vote at the same Meeting, the appointment shall be invalid unless he(she) specifies the proportion of his(her) holdings to be represented by each proxy.
- If the appointer is a corporation, the instrument appointing a proxy must be executed under its common seal or under the hand of its officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

B. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

This agenda item is meant for discussion only as the provisions of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require a formal approval of the said Audited Financial Statements by the shareholders. Hence, this agenda item is not subject to voting by the shareholders.

C. EXPLANATORY NOTES ON SPECIAL BUSINESS

1. **Authority to Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965**

The proposed Ordinary Resolution under item 5, if passed, will allow the Company to procure the renewal of the general mandate which will empower the Directors of the Company to issue and allot new shares in the Company up to an aggregate amount of 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 best interest of the Company. This authority, unless revoked or varied at a general meeting, which will expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares were issued pursuant to the general mandate obtained at the Second Annual General Meeting held on 23 April 2012 which will lapse at the conclusion of this Annual General Meeting.

This general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

2. **Proposed Amendments to the Company's Articles of Association**

The proposed Special Resolution under item 6 is to amend the Company's Articles of Association to be aligned with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The details of the Proposed Amendments are set out in Appendix 1 of the Annual Report.