

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Twelfth Annual General Meeting of the Company will be held at Conference Room, Level 3, Lot 1, Sunsuria Avenue, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 26 June 2013 at 10:30 a.m. to transact the following businesses:

### AS ORDINARY BUSINESS:

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **TO REFER TO EXPLANATORY NOTE 1**
- To approve the payment of Directors' Fees of RM70,000 for the financial year ended 31 December 2012. **RESOLUTION 1**
- To re-elect Mr Hee Chee Keong, who retires by rotation pursuant to Article 103 of the Company's Articles of Association. **RESOLUTION 2**
- To re-elect the following Directors who retire pursuant to Article 110 of the Company's Articles of Association:
  - Mr Choy Chean Yen **RESOLUTION 3**
  - Encik Mohd Kamal bin Omar **RESOLUTION 4**
  - Mr Chong Loong Men **RESOLUTION 5**
  - Encik Yahya bin Razali **RESOLUTION 6**
  - Mr Lai Pai Lan **RESOLUTION 7**
  - Mr Cheah Chee Fatt **RESOLUTION 8**
  - Mr Hew Tze Kok **RESOLUTION 9**
- To appoint Auditors of the Company and to authorise the Directors to fix their remuneration. **RESOLUTION 10**  
Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 has been received by the Company for the nomination of Messrs Hasnan THL Wong & Partners who have given their conditional consent to act as auditors of the Company and of the intention to propose the following Resolution:-  
"That Messrs Hasnan THL Wong & Partners be and are hereby appointed as auditors of the Company in place of the retiring auditors, Messrs STYL Associates and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

### AS SPECIAL BUSINESS:

- To consider and if thought fit, pass with or without modification, the following resolution:  
**Ordinary Resolution**  
**AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **RESOLUTION 11**  
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 per centum (10%) of the issued and paid-up share capital of the Company for the time being, subject always to the approvals of all the relevant regulatory authorities being obtained for such issue and allotment".
- To transact any other ordinary business in which due notice shall have been given.

By Order of the Board

### HEE CHEE KEONG

Director

Petaling Jaya

4 June 2013

### Notes:

- A member entitled to attend and vote at the Meeting is entitled to appoint two proxies to attend and vote on his behalf. A proxy may but need not be a member of the Company
- Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, under its common seal, or the hand of its attorney duly authorised.
- The instrument appointing a proxy must be deposited at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting.
- Only members registered in the Record of Depositors as at 20 June 2013 shall be eligible to attend, speak and vote at this meeting or appoint proxy to attend and vote on his/her behalf.
- Shareholders' attention is hereby drawn to the ACE Market Listing Requirements of the Bursa Malaysia Securities Berhad, which allows a member of the Company which is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991, who holds ordinary shares in the Company for multiple beneficial owners in one securities amount (omnibus account) to appoint multiple proxies in respect of each omnibus account it holds.

### Explanatory Notes:

#### Item 1 of the Agenda

**To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon.**

This item is meant for discussion only as the provision of Section 169 (1) of the Companies Act, 1965 does not require shareholders' approval for the Audited Financial Statements. Henceforth, this item is not put forward for voting.

#### Ordinary Resolution 11

##### Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed ordinary resolution No. 11 if passed, will empower the directors of the Company to allot and issue shares in the Company up to an aggregate amount 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 would avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied at a general meeting will expire at the next Annual General Meeting of the Company.

The Company has not issued any new shares pursuant to Section 132D of the Companies Act 1965 under the general authority which was approved at the Eleventh Annual General Meeting ("AGM") held on 21 June 2012 and which will lapse at the conclusion of the Twelfth AGM to be held on 26 June 2013.

The authority will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limiting to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.