



NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Company will be held at Master-Pack Sdn. Bhd., 1574, Jalan Bukit Panchor, 14300 Nibong Tebal, S.P.S. Penang on Thursday, 27 June 2013 at 3.00 p.m. for the following purposes :-

AGENDA

As Ordinary Business :

1. 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 to Note 7**
2. To consider and if thought fit, to pass with or without modifications, the following special resolutions pursuant to Section 129(6) of the Companies Act, 1965:-
 - i) "That Dr. Junid Bin Abu Saham, who retires pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company." **Resolution 1**
 - ii) "That Dato' Khor Teng Tong, who retires pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company." **Resolution 2**
3. To re-elect the following Directors who retire by rotation in accordance with Article 91 of the Company's Articles of Association and who, being eligible, offers themselves for re-election :-
 - i) Dato' Syed Mohamad Bin Syed Murtaza **Resolution 3**
 - ii) Cik Nazriah Binti Shaik Alawdin **Resolution 4**
4. To approve the increase and the payment of Directors' Fees of not exceeding RM110,100 for the year ended 31 December 2012. **Resolution 5**
5. To re-appoint Messrs. Crowe Horwath as auditors of the Company until the next Annual General Meeting 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 with or without modifications, the following ordinary / special resolutions :

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING DATO' SYED MOHAMAD BIN SYED MURTAZA

6. "That, subject always to the provisions of the Companies Act, 1965 ("the Act"), the Memorandum & Articles of Association of the Company, the requirements of Bursa Malaysia Securities Berhad and/or any other regulatory authorities, approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business as specified in Section 2.5(A) of the Company's Circular to Shareholders dated 5 June 2013 ("Circular") involving Dato' Syed Mohamad Bin Syed Murtaza which are necessary for the day-to-day operations and on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders and that authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the shareholders' mandate shall continue to be in full force until:
 - (a) the conclusion of the next annual general meeting ("AGM") of the Company following the AGM at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act), or
 - (c) revoked or varied by resolution passed by the shareholders at a general meeting,
 whichever is the earlier:

And that, authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution." **Resolution 7**

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING KHOR CHAI SEANG

7. "That, subject always to the provisions of the Companies Act, 1965 ("the Act"), the Memorandum & Articles of Association of the Company, the requirements of Bursa Malaysia Securities Berhad and/or any other regulatory authorities, approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business as specified in Section 2.5(B) of the Company's Circular to Shareholders dated 5 June 2013 ("Circular") involving Khor Chai Seang which are necessary for the day-to-day operations and on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders and that authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the shareholders' mandate shall continue to be in full force until:
 - (a) the conclusion of the next annual general meeting ("AGM") of the Company following the AGM at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it will lapse unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act), or
 - (c) revoked or varied by resolution passed by the shareholders at a general meeting,
 whichever is the earlier:

And that, authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution." **Resolution 8**

8. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**
"That, the amendments to the Articles of Association of the Company as set out in the Annual Report for the year ended 31 December 2012 be approved and that the Directors be authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to proposed amendments." **Resolution 9**

9. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**
 - (i) "That authority be and is hereby given to Mr. Chew Hock Lin to act as Independent Non-Executive Director of the Company and to hold office until the next AGM of the Company." **Resolution 10**
 - (ii) "That authority be and is hereby given to Encik Aminuddin Bin Saad to act as Independent Non-Executive Director of the Company and to hold office until the next AGM of the Company." **Resolution 11**

10. To transact any other business of which due notices shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the Nineteenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 21 June 2013. Only a depositor whose name appears on the Record of Depositors as at 21 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/vote on his/her behalf.

By Order of the Board,

LEE PENG LOON (MACS 01258)

P'NG CHIEW KEEM (MAICSA 7026443)
Joint Company Secretaries

Penang
5 June 2013

NOTES ON APPOINTMENT OF PROXY

1. 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.
2. For a proxy to be valid, the Proxy Form must be duly completed and deposited at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation, the Proxy Form must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
6. Where a member 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.

EXPLANATORY NOTE ON ORDINARY BUSINESS

7. The Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company and hence, Agenda 1 is not put forward for voting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

8. The proposed Resolution 7 and 8, if passed, will enable the Company's subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of minority shareholders of the Company, particulars of which are set out in the Circular to Shareholders dated 5 June 2013 which has been despatched together with the 2012 Annual Report.
9. The Proposed Resolution 9, if passed, will allow the Directors to update the existing Company's Articles of Association for better clarifications and to be in line with the Main Market Listing Requirements.
10. The proposed Ordinary Resolution 10 to 11, if passed, will allow the Independent Non-Executive Directors to be retained and continue acting as Independent Non-Executive Directors to fulfill the requirements of Paragraph 3.04 of the Main Market Listing Requirements and to be in line with the recommendations 3.2 and 3.3 of the Malaysian Code of Corporate Governance 2012. The details of justifications are set out in the Statement of Corporate Governance in page 25 to 28 of the 2012 Annual Report.