

KAMDAR GROUP (M) BERHAD

Company No. 577740-A

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of the members of the Company will be held at Kelab Taman Perdana Diraja, Banquet Hall, Jalan Cenderamulia, Off Jalan Parlimen, Tasik Perdana, Kuala Lumpur on Wednesday, 26 June 2013 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 st December 2012 together with the Directors' and Auditors' Reports thereon. | Please refer to Note A |
| 2. To approve the payment of a first and final single tier dividend of 3 sen per ordinary share of RM1.00 each for the financial year ended 31 December 2012. | Resolution 1 |
| 3. To approve the payment of Directors' fees for the year ended 31 December 2012. | Resolution 2 |
| 4. To re-elect the following directors retiring pursuant to Article 102 of the Company's Articles of Association: | |
| a. Bipinchandra A/L Balvantrai | Resolution 3
Please refer to Note B |
| b. Liang Ah Wah @ Frank Liang | Resolution 4 |
| 5. To re-elect the following directors retiring pursuant to Section 129 (6) of the Companies Act, 1965: | |
| Datuk Emam Mohd Haniff bin Emam Mohd Hussain | Resolution 5 |
| 6. To re-appoint Messrs SJ Grant Thornton 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 Resolution:

ORDINARY RESOLUTION

1. AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

“THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue, new shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company as at the date of this Annual General Meeting and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and THAT the Directors be and are hereby also authorised to obtain the approval from Bursa Securities for the listing and quotation of the additional shares so issued.”

Resolution 7

2. RETENTION OF DATUK EMAM MOHD HANIFF BIN EMAM MOHD HUSSAIN AS INDEPENDENT DIRECTOR

“THAT subject to the passing of Ordinary Resolution 5, Datuk Emam Mohd Haniff bin Emam Mohd Hussain who would have served the Company for 9 years by February 2014 be retained as Independent Non-Executive Director and to hold office until the conclusion of the next Annual General Meeting.”

Resolution 8

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

“THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix 1 attached to this Annual Report be and are hereby approved and in consequence thereof, the new set of Articles of Association incorporating the amendments be adopted AND THAT the Directors and the Secretaries be and are hereby authorised to carry out all the necessary steps to give effect to the amendments.”

**Special
Resolution**

4. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of the shareholders, a first and final single tier dividend of 3 sen per ordinary share of RM1.00 each for the financial year ended 31 December 2013 will be paid on 19 August 2013 to Depositors registered in the Record of Depositors at the close of business at 5.00 p.m. on 22 July 2013.

A depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 22 July 2013 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By order of the Board

LIM SECK WAH (MAICSA 0799845)
M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)
Company Secretaries

Dated this: 4 June 2013
Kuala Lumpur

Notes

- A. This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require a formal approval of the shareholders and hence, is not put forward for voting.
- B. The Directors at the Board meeting held on 26 April 2013 resolved not to recommend Bipinchandra A/L Balvantrai to seek re-election as a director at the 11th Annual General Meeting of the Company.
1. For the purpose of determining a member who shall be entitled to attend and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 20 June 2013. Only a depositor whose name appears on the Record of Depositors as at 20 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy and the provisions of Section 149(1)(a) & (b) of the Companies Act, 1965 shall not apply.

3. Where a member is an authorised nominee as defined under the Security Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each Securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under the Corporation's Common Seal or under the hand of an officer or attorney so authorized.
6. The Form of Proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
7. **Explanatory Notes To Special Businesses**

7.1 Resolution Pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution no. 7 is a renewal of the mandate given to the Company by the shareholders at the previous Annual General Meeting held on 15 June 2012, if duly passed, will give the Directors of the Company the flexibility to issue and allot new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of next Annual General Meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/ or acquisitions.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 15 June 2012.

7.2 Resolution Pursuant to Retention As Independent Director

The proposed Ordinary Resolution 8 if passed, will allow the Director, Datuk Emam Mohd Haniff bin Emam Mohd Hussain who would have served for 9 consecutive years by February 2014, to continue to act as Independent Non-Executive Director of the Company for:-

- i) He fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, and thus, he is able to function as check and balance, provide a broader view and brings an element of objectivity to the Board.
- ii) He understands the business nature and office culture
- iii) He provides the Board valuable advice and insight
- iv) Actively participates in Board deliberations and decision making in an objective manner
- v) Uphold independent decision and challenge the management objectively.

7.3 Special Resolution

The proposed Special Resolution on the amendments to the Articles of Association of the Company are to be in line with the recent amendments to the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

The existing articles in the Company's Articles of Association be amended as follows under the columns "Existing Articles" and "Proposed Articles" respectively:-

Article no.	Existing Article	Proposed Article
2	(New Definition)	<p>"Exempt Authorised Nominee"</p> <p>An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.</p>
79	New provision	<p>(i) A member of a company entitled to attend and vote at a meeting of a company, or at a meeting of any class of members of the company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy.</p> <p>(ii) A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak at the meeting.</p>
90(3)	Where a Member of the Company is an Authorized Nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.	Where a Member of the Company is an authorised nominee, as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
90(4)	New provision	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. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be presented by each proxy.