



NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 15th Annual General Meeting of the Company will be held at Conference 4, Vivatel Kuala Lumpur, 85, Jalan Loke Yew, 55200 Kuala Lumpur, Wilayah Persekutuan on Friday, 28 June 2013 at 10:00 a.m. for the transaction of the following business:-

AGENDA

Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **(Refer to Note 1)**
- To re-elect Mr. Law Seeh Key, a Director who retires in accordance with Article 67 of the Company's Articles of Association, and being eligible, has offered himself for re-election. **Ordinary Resolution 1**
- To re-appoint Messrs. Hasnan THL Wong & Partners as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to determine their remuneration. **Ordinary Resolution 2**
- To approve the payment of Directors' fees amounting to RM92,000.00 for the financial year ended 31 December 2012. **Ordinary Resolution 3**

Special Business

- To consider and, if thought fit, pass the following Ordinary Resolution:-

Authority to issue shares pursuant to Section 132D of the Companies Act, 1965 Ordinary Resolution 4

"**THAT** subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals from the relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors of the Company may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the ACE Market of Bursa Malaysia Securities Berhad **AND** be hereby authorised to do all such acts and things including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate."

- To transact any other business that may be transacted at an Annual General Meeting, due notice of which shall have been given in accordance with the Companies Act, 1965 and the Articles of Association of the Company.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

CHIN MUN YEE (MAICSA 7019243)

Joint Company Secretaries

Petaling Jaya
6 June 2013

NOTES:

- 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. Therefore, this Agenda item is not put forward for voting.
- For the purpose of determining a member who shall be entitled to attend this 15th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 47(f) of the Articles of Association of the Company and Section 34(1) of Securities Industry (Central Depositories) Act, 1991 ("SICDA") 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/or speak and/or vote on his/her behalf.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company. A proxy needs not be a member. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- A member shall not, subject to Notes (5) and (6) below, be entitled to appoint more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, 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 instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of its officer or attorney duly authorised..
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Office of the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd., at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time set for holding the Annual General Meeting or any adjournment thereof.

Abstention from Voting

- All the Directors who are shareholders of the Company and entitled to Directors' fees will abstain from voting on **Ordinary Resolution 3** concerning Directors' fees at the Annual General Meeting.

Special Business

10. Ordinary Resolution 4 – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution 4 proposed under agenda item 5 above is a renewal of the general mandate for issuance of new ordinary shares pursuant to Section 132D of the Companies Act, 1965, which was granted by the shareholders at the last Annual General Meeting. On 7 August 2012, the Company has undertaken a private placement exercise vide the listing and quotation of 7,260,000 new ordinary shares of RM0.10 each at an issue price of RM0.175 per share. A total proceeds of RM1,270,500/- has been raised from the said private placement.

	Proceeds Raised RM'000	Amount Utilised RM'000	Amount Unutilised RM'000
Repayment to other payables	400	400	0
Advisory fees & expenses in relation to the ongoing corporate exercise including contingencies	270	250	20
Working capital	601	520	81
Total:	1,271	1,160	101

The proposed Ordinary Resolution 4, if passed, will give the Directors of the Company, from the date of the above Meeting, the authority to issue and allot ordinary shares from the unissued share capital of the Company up to an amount not exceeding in total ten per centum (10%) of the total issued share capital of the Company for the time being for such purposes as the Directors of the Company consider would be in the best interest of the Company. There will be no adverse effect on the share price in such cases, as the new issuance would not be priced at a discount of more than ten per centum (10%) of the weighted average market price for five (5) market days before the price-fixing date. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

The abovesaid mandate will provide the Directors certain flexibilities when the need arises to issue additional shares for any possible fund raising activities, including but not limited to funding future investment projects, working capital and/or acquisitions and, in addition to enhancing efficiency in implementing the same, it will reduce the time and cost that would be involved in seeking shareholders' approval for such issue of shares.