

IDEAL JACOBS

M A L A Y S I A

IDEAL JACOBS (MALAYSIA) CORPORATION BHD

(Company No: 857363 U)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting ("AGM") of the Company will be held at Tulip Room, 1st Floor, Intercontinental Hotel, 165, Jalan Ampang, 50450 Kuala Lumpur on Thursday, 20 June 2013 at 3.00 p.m. for the purpose of transacting the following businesses:-

AGENDA

- | | | |
|----|--|----------------------------------|
| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2012 together with the Directors' and Auditors' Reports thereon. | Please refer
Note A. |
| 2. | To approve the payment of Directors' Fees amounting to RM264,000 for the financial year ended 31 December 2012. | Ordinary
Resolution 1 |
| 3. | To re-elect the following Directors retiring in accordance with the Company's Articles of Association and being eligible, have offered themselves for re-election:- | |
| | (i) Mr. Koong Lin Loong (Article 83) | Ordinary
Resolution 2 |
| | (ii) Mr. Tan Kean Huat (Article 90) | Ordinary
Resolution 3 |
| | (iii) Mr. Chen Shien Yee (Article 90) | Ordinary
Resolution 4 |
| | (iv) Mr. Eugene Lee Cheng Hoe (Article 90) | Ordinary
Resolution 5 |
| 4. | To re-appoint Messrs SJ Grant Thornton as Auditors for the financial year ending 31 December 2013 and to authorise the Board of Directors to fix their remuneration. | Ordinary
Resolution 6 |

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions:-

- | | | |
|----|--|----------------------------------|
| 5. | AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 | Ordinary
Resolution 7 |
|----|--|----------------------------------|

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to 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 issued pursuant to this resolution does not exceed ten (10) per cent of the issued share capital of the Company for the time being,

AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company."

6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

**Ordinary
Resolution 8**

"THAT subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval is hereby given for the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.2.1 (i) of the Circular to Shareholders dated 29 May 2013, provided that such transactions are necessary for the day-to-day operations and are undertaken in the ordinary course of business, on transaction price, and on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders' of the Company.

AND THAT the Proposed Renewal of Shareholders' Mandate, unless revoke or varied by the Company in general meeting, shall continue in force until the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;

AND THAT the Directors be and are hereby authorised to complete all and do all such acts and things as they may consider expedient or necessary or in the interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate."

7. **PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")**

**Ordinary
Resolution 9**

"THAT subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval is hereby given for the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.2.1 (ii) of the Circular to Shareholders dated 29 May 2013, provided that such transactions are necessary for the day-to-day operations and are undertaken in the ordinary course of business, on transaction price, and on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders' of the Company.

AND THAT the Proposed New Shareholders' Mandate, unless revoke or varied by the Company in general meeting, shall continue in force until the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;

AND THAT the Directors be and are hereby authorised to complete all and do all such acts and things as they may consider expedient or necessary or in the interest of the Company to give effect to the Proposed New Shareholders' Mandate."

8. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**Special
Resolution**

"THAT the proposed amendments to the Articles of Association of the Company as set out in the Appendix I be and is hereby approved and adopted."

9. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By Order of the Board

LIM SECK WAH (MAICSA 0799845)
TANG CHI HOE (KEVIN) (MAICSA 7045754)
Company Secretaries

Dated: 29 May 2013
Kuala Lumpur

Notes:-

- A. The agenda 1 is meant for discussion only as the provision in the Company's Articles of Association does not require a formal approval of the shareholders and hence, is not put forward for voting.
1. For the purpose of determining a member who shall be entitled to attend, speak and vote at the Fourth AGM, the Company shall be requesting the Record of Depositors as at 17 June 2013. Only a depositor whose name appears on the Record of Depositors as at 17 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
2. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) & (b) of the Companies Act, 1965 shall not apply to the Company. A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy in a poll and the first named proxy shall be entitled to vote on a show of hands.
3. Where a member is an authorised nominee as defined under the 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. 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 authorized nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
6. The Form of Proxy shall 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 forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

Explanatory Notes on Special Business

(i) Ordinary Resolution 7 – Authority to allot and issue new shares

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act 1965 at the Fourth AGM of the Company.

A general mandate has been granted by the shareholders of the Company at the Third AGM on 21 June 2012. The previous mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

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 issue 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 and allot shares at any time to such persons/corporations in their absolute discretion for the purpose of funding future investment(s), working capital and/or acquisitions.

(ii) Ordinary Resolution 8 – Proposed Renewal of Shareholders' Mandate

(iii) Ordinary Resolution 9 – Proposed New Shareholders' Mandate

The explanatory notes on the Ordinary Resolutions 8 and 9 are set out in the Circular to Shareholders dated 29 May 2013.

(iv) Special Resolution – Proposed Amendments to the Articles of Association

The proposed amendments to the Articles of Association of the Company are to comply with the amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

Proposed Amendments to the Articles of Association of the Company

Article no.	Existing Provisions	Amended Provisions
Article 2 (Definition)	-	“Exempt Authorised Nominee” means an authorized nominee as defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
Article 76 (Instrument appointing proxy to be in writing)	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(a)&(b) of the Act shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(a)&(b) of the Act shall not apply to the Company. There shall be no restriction as to the qualification to the proxy. 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. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
Article 77 (Form of Proxy) Note 4	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 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 with ordinary shares of the company standing to the credit of the said securities account. 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.
Article 77 (Form of Proxy) Note 6 (new)	-	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.