

NOTICE IS HEREBY GIVEN THAT the Fifty-Sixth (56th) Annual General Meeting of the Company will be held at the Multi-Purpose Hall, Ground Floor, Sapura@Mines, No.7 Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Wednesday, 3 July 2013 at 11.00 a.m. to transact the following businesses:

AGENDA

1. To receive the Audited Financial Statements together with the Directors' and Auditors' reports for the financial year ended 31 January 2013. *Please refer to Note 1*
2. To re-elect the following Directors who retire pursuant to Article 88 of the Articles of Association of the Company and being eligible, offer themselves for re-election:
 - (i) Tan Sri Shahril bin Shamsuddin *Ordinary Resolution 1*
 - (ii) Tan Sri Datuk Amar (Dr.) Hamid bin Bugu *Ordinary Resolution 2*
3. Re-appointment of Directors:
 - (i) "THAT Datuk Khalid bin Abdul Karim retiring in accordance with Section 129(6) of the Companies Act, 1965 and who has served as an Independent Director of the Company for more than nine years be and is hereby re-appointed as an Independent Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." *Special Resolution 1*
 - (ii) "THAT Dato' Fauziah binti Dato' Ismail retiring in accordance with Section 129(6) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." *Special Resolution 2*
4. To approve the Directors' fees for the financial year ended 31 January 2013. *Ordinary Resolution 3*
5. To re-appoint Messrs Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *Ordinary Resolution 4*
6. Authority for Directors to issue shares under Section 132D of the Companies Act, 1965
 "THAT subject to the provisions of the Company's Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia"), the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time and upon such terms and conditions and for such purpose 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 per centum (10%) of the total issued and paid-up share capital of the Company as at the date of such issuance and that the Directors be and are also empowered to obtain all necessary approvals from the relevant authorities for the issuance and the listing of and quotation for the additional shares so issued on Bursa Malaysia and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." *Ordinary Resolution 5*
7. Proposed Amendments to the Articles of Association of the Company
 "THAT the Proposed Amendments to the Articles of Association of the Company contained in the document marked as "Appendix 1" (Proposed Amendments) which is attached to the Annual Report 2013 be and is hereby approved and adopted;
 AND THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities." *Special Resolution 3*
8. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD
EULIS RACHMATIAH BINTI ISKANDAR SASTRAWIDJAJA (LS 8774)

Company Secretary

Selangor Darul Ehsan

11 June 2013

NOTES:

1. **Audited Financial Statements**
 This agenda item is meant for discussion only as under the provision of Section 169(1) of the Companies Act, 1965, formal approval by members is not required to be obtained. Hence, the matter will not be put forward for voting.
2. **Directors' Fees**
 The proposed Ordinary Resolution No. 3, if passed, will authorise the payment of Directors' fees for the financial year ended 31 January 2013 amounting to RM211,000.
3. **Authority to Allot and Issue Shares under Section 132D of the Companies Act, 1965**
 The proposed Ordinary Resolution No. 5, if passed, would, subject to the Main Market Listing Requirements of Bursa Malaysia, enable the Directors to issue up to a maximum of ten per centum (10%) of the total issued and paid-up share capital of the Company at the date of such issuance for such purpose as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM of the Company.
 The mandate will enable the Directors to take swift action in case of a need for corporate exercises or fund raising activities or in the event business opportunities arise which involve the issuance of new shares and to avoid delay and cost in convening general meetings to approve such issuance of shares. The proceeds raised from the corporate exercises or fund raising activities will be utilized for funding future investment projects, working capital and/or acquisitions.
 As the date of this Notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the last AGM held on 18 July 2012 which will lapse at the conclusion of the forthcoming 56th AGM.
4. **Special Resolution 3 – Proposed Amendments to the Articles of Association of the Company**
 The Proposed Amendments are made principally to ensure that the Articles of Association of the Company comply with the amended Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
5. **Proxy Form**
 - i) Only a depositor whose name appears on the Record of Depositors as at 26 June 2013 shall be entitled to attend and vote at the meeting or appoint proxy(ies) to attend and vote in his stead.
 - ii) A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its Common Seal or under the hand of an officer or an attorney duly appointed under a Power of Attorney.
 - iii) Where a member of the Company is an authorised nominee as defined in accordance with the provisions of the Securities 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.
 - iv) Where a member appoints two (2) proxies to attend and vote in the same meeting, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
 - v) The instrument appointing the proxy must be deposited at the Company's Share Registrar, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time appointed for the holding of the Meeting or any adjournment thereof.