



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Sixty-second Annual General Meeting of the Company will be held at the Registered Office of the Company, George Kent Technology Centre, Lot 1115, Batu 15, Jalan Dengkil, 47100 Puchong, Selangor Darul Ehsan on Wednesday, 10th July 2013 at 11:00 a.m. for the following purposes:-

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 January 2013 and the Directors' and Auditors' Reports thereon. **(Please refer to Note A)**
2. To approve the payment of a final dividend of 4.5 sen per 50 sen ordinary share less 25% tax for the financial year ended 31 January 2013. **(Resolution 1)**
3. To re-elect Tan Sri Dato' Tan Kay Hock who retires by rotation in accordance with Article 83 of the Articles of Association and being eligible, has offered himself for re-election. **(Resolution 2)**
4. To re-elect Puan Sri Datin Tan Swee Bee who retires by rotation in accordance with Article 83 of the Articles of Association and being eligible, has offered herself for re-election. **(Resolution 3)**
5. To re-elect Mr Ooi Chin Khoo who retires in accordance with Article 90 of the Articles of Association and being eligible, has offered himself for re-election. **(Resolution 4)**
6. To approve the payment of Directors' fees of RM331,000 in respect of the financial year ended 31 January 2013 (2012:RM330,565). **(Resolution 5)**
7. To re-appoint Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

As Special Business, to consider and if thought fit, pass with or without modifications the following as Ordinary Resolutions:-

8. **ORDINARY RESOLUTION**
Retention of Independent Director (Resolution 7)
"THAT Mr Ong Seng Pheow shall continue to serve as an Independent Director of the Company."
9. **ORDINARY RESOLUTION**
Authority To Allot And Issue Shares In General Pursuant To Section 132D Of The Companies Act, 1965 (Resolution 8)
"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental / regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon the terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit including provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
10. To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval by the shareholders at the Sixty-second Annual General Meeting, the final dividend of 4.5 sen per 50 sen ordinary share less tax at 25% for financial year ended 31st January 2013, will be payable on 22nd August 2013 to shareholders whose names appear in the Register of Members and Record of Depositors on 26th July 2013.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- (a) Shares transferred into the Depositor's securities account before 4:00 p.m. on 26th 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 Bursa Malaysia Securities Berhad.

By order of the Board,
Teh Yong Fah
Company Secretary (MACS00400)
Kuala Lumpur
Dated: 18th June 2013

Notes:-

- A. This Agenda item is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 and the Articles of Association of the Company require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to the vote by shareholders.
1. A member of the Company entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company. Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. Where a holder 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.
3. To be valid, the proxy form shall be deposited at the Registered Office of the Company, George Kent Technology Centre, Lot 1115, Batu 15 Jalan Dengkil, 47100 Puchong, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting.

Explanatory Notes on Special Business

1. **Resolution 7 - Retention of Independent Director**
Mr Ong Seng Pheow who served as an Independent Non-Executive Director since his appointment on 13 September 2004 will reach his tenure of service for nine (9) years on 12 September 2013. In line with the Malaysian Code on Corporate Governance 2012, upon assessment and recommendation of the Nominating Committee, the Board has recommended that Mr Ong Seng Pheow should continue to act as an Independent Director of the Company based on the following justifications:-
 - a. Mr Ong Seng Pheow has fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements of Bursa Securities, and hence, he would be able to provide an element of objectivity, independent judgment and balance to the Board;
 - b. His length of service on the Board does not in any way interfere with his exercise of objective judgment or his ability to act in the best interests of the Company and Group. In fact, Mr Ong Seng Pheow, having been with the Company for more than nine years, is familiar with the Group's business operations and has devoted sufficient time and commitment to his role and responsibilities as an Independent Director for informed and balance decision making;
 - c. He has exercised due care during his tenure as Independent Director of the Company and has discharged his duties with reasonable skill and competence, bringing independent judgment and depth into the Board's decision making in the interest of the Company and its shareholders.
2. **Resolution 8 - Authority To Allot And Issue Shares In General Pursuant To Section 132D Of The Companies Act, 1965**
The proposed Ordinary Resolution if passed will empower the Directors to issue shares of the Company up to 10% of the issued capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delays and costs in convening a general meeting to specifically approve such an issue of shares. This authority unless revoked or varied by the Company in general meeting will expire at the next Annual General Meeting (AGM) of the Company.
The Company has not issued any new shares under this general authority which was approved at the last AGM held on 18 July 2012 and which will lapse at the conclusion of this AGM. A renewal of this general authority is being sought at this AGM under the proposed Resolution 6. The renewed mandate is to provide flexibility to the Company for any possible future fund raising activities including but not limited to placement of shares for purposes of funding future investments, working capital and/or acquisition.