

**PERUSAHAAN SADUR TIMAH MALAYSIA (PERSTIMA) BERHAD**  
(Company No. 49971-D)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Thirty-Fifth Annual General Meeting of the Company will be convened and held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 25 July 2013 at 11.00 a.m. for the following purposes:-

**AGENDA**

**As Ordinary Business**

- 1) To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2013 together with the Directors' and Auditors' Reports thereon.  
**Resolution 1**
- 2) To re-elect Ab. Patah bin Mohd who retire pursuant to Article 86 of the Articles of Association of the Company.  
**Resolution 2**
- 3) To re-elect Koichi Sawada who retire pursuant to Article 93 of the Articles of Association of the Company.  
**Resolution 3**
- 4) To approve the payment of Directors' Fee of RM684,000 for the financial year ended 31 March 2013.  
**Resolution 4**
- 5) To approve the payment of a final dividend of 26.50 sen per ordinary share of RM1.00 each less 25% income tax, in respect of the financial year ended 31 March 2013.  
**Resolution 5**
- 6) To re-appoint the Auditors, Messrs KPMG 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:-

- 7) Proposed Renewal of Shareholders' Mandate for Perusahaan Sadur Timah Malaysia (Perstima) Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

"THAT, pursuant to Paragraph 10.09 Part E of Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and its subsidiaries ("Perstima Group") be and are hereby authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out in Paragraph 3.2 of the Circular to Shareholders dated 3 July 2013 with the related parties mentioned therein which are necessary for the Perstima Group's day-to-day operations, subject further to the following:-

- (i) the transactions are in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) disclosure of the aggregate value of the transactions of the Proposed Shareholders' Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year,

THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting, the authority is renewed;
  - (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or
  - (iii) revoked or varied by the Company in a general meeting,
- whichever is earlier.

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

**Resolution 7**

8) Retention of Independent Director

That Yusuf Bin Jamil be retained as an Independent Non-Executive Director in accordance with Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting.

**Resolution 8**

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Thirty-Fifth Annual General Meeting, a final dividend of 26.50 sen per ordinary share of RM1.00 each less 25% income tax, in respect of the financial year ended 31 March 2013 will be paid to shareholders on 15 August 2013. The entitlement date for the said dividend shall be on 31 July 2013.

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

- a) Shares deposited into the depositor's securities account before 12.30 p.m. on 29 July 2013 (in respect of shares which are exempted from mandatory deposit).
- b) Shares transferred to the depositor's securities account before 4.00 p.m. on 31 July 2013 in respect of transfers.

- c) 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  
LIEW IRENE (MAICSA 7022609)  
CHAN SU SAN (MAICSA 6000622)  
Company Secretaries

3 July 2013

NOTES:

- 1) A member shall be entitled to appoint a proxy. A proxy may but need not be a Member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- 2) Where the member appoints more than one (1) proxy, the appointment shall be invalid. If the appointor is a Corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- 3) 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.

An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- 4) The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at Suite 17.4B-17.5, Level 17, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- 5) For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 18 July 2013 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
- 6) Tan Sri Ab Rahman Bin Omar, Hiroshi Sumino and Ng Tuan Hoo retire pursuant to Article 86 of the Articles of Association at the Thirty-Fifth Annual General Meeting (“35th AGM”). Tan Sri Ab Rahman, Hiroshi Sumino and Ng Tuan Hoo have expressed that they do not wish to seek for re-election at the 35th AGM and therefore, shall retire at the conclusion of the 35th AGM of the Company.

7) Harun bin Ismail vacates the office of Director of the Company pursuant to Section 129 of the Companies Act, 1965 at the 35th AGM. Harun bin Ismail has expressed that he does not wish to seek for re-appointment at the 35th AGM and therefore, shall retire at the conclusion of the 35th AGM of the Company.

8) EXPLANATORY NOTES ON SPECIAL BUSINESS

**(i) Resolution 7 - Proposed Shareholders' Mandate**

For further information on Resolution 7, please refer to the Circular to Shareholders dated 3 July 2013 accompanying the Company's Annual Report for the financial year ended 31 March 2013.

**(ii) Resolution 8 - Retention of Yusuf Bin Jamil as Independent Director**

Yusuf Bin Jamil ("Encik Yusuf") was appointed as an Independent Director on 21 February 2000. He has served the Company for 13 years as at the date of the notice of 35th AGM. Encik Yusuf has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board, therefore, considers Encik Yusuf to be independent and recommends Encik Yusuf to remain as an Independent Director.