

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Forty-Fourth Annual General Meeting ("44<sup>th</sup> AGM") of the shareholders of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Berjaya Room, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Thursday, 19 September 2013 at 1.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions: -

**AGENDA****Ordinary Business**

- To receive the Directors' Report and the Audited Financial Statements of the Group and the Company for the financial year ended 31 March 2013 and the Auditors' Report thereon.  
**Please refer Explanatory Note A**
- To approve the payment of Directors' fees in respect of the financial year ended 31 March 2013.  
**Ordinary Resolution 1**
- To re-elect Mr Thor Poh Seng, a Director retiring in accordance with Article 85 of the Company's Articles of Association.  
**Ordinary Resolution 2**
- To re-elect the following Directors retiring in accordance with Article 92 of the Company's Articles of Association: -
  - Mr Boon Shi Hou; **Ordinary Resolution 3(a)**
  - Mr Wong Hok Yim; **Ordinary Resolution 3(b)**
  - Mr Teh Kay Yeong; and **Ordinary Resolution 3(c)**
  - Haji Azizuddin Bin Haji Hussein. **Ordinary Resolution 3(d)**
- To re-appoint Messrs Crowe Horwath (AF: 1018) as Auditors of the Company and to authorise the Directors to fix their remuneration.  
**Ordinary Resolution 4**

**Special Business**

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

**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")**

**"THAT** the mandate previously granted by the shareholders of the Company at the Forty-Third Annual General Meeting ("AGM") held on 21 September 2012 pursuant to the provisions of Bursa Malaysia Securities Berhad Main Market Listing Requirements, authorising the Company and its subsidiaries ("Maica Group") to enter into the recurrent transactions of a revenue or trading nature as set out in Section 2.2.2. of the Circular to Shareholders dated 28 August 2013 with the related party mentioned therein which are necessary for the Maica Group's day to day operations, be and is hereby renewed, provided **THAT** :-

- the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those extended to unrelated third parties and are not to the detriment of the minority shareholders of the Company;
- disclosure of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year be made in the 2014 Annual Report based on the type of recurrent transactions made and the related party involved;
- THAT** authority conferred by the Proposed Renewal of Shareholders' Mandate shall continue to be in force until:-
  - the next AGM of Maica from the date of the 44<sup>th</sup> AGM and the authority has to be renewed by a resolution passed at the next AGM; or
  - the expiration of the period within which the next AGM of Maica is to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - revoked or varied by resolution passed by the shareholders in a general meeting before the next AGM.whichever is the earlier.

**AND THAT** the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."  
**Ordinary Resolution 5**

- To transact any other ordinary business of the Company for which due notice has been given.

By Order of the Board

Lim Lai Sam (MAICSA No. 0877479)  
Secretary

Kuala Lumpur  
28 August 2013

**Notes on Proxy Form**

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (**but not more than two**) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it shall be entitled to appoint 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.  
  
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.  
  
Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- 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 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 deposited with the Company's Share Registrars, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
- Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the Annual General Meeting shall be entitled to attend and vote at the Annual General Meeting or appoint proxies to attend, speak and vote on their behalf.

**Explanatory Note A**

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require formal approval of members and hence, the matter will not be put forward for voting.

**Explanatory Note on item 6 of the Agenda**

The proposed Ordinary Resolution 5, if passed, will allow the Maica Group, in its normal course of business, to continue to enter into Recurrent Related Party Transactions with the related party which are necessary for its day-to-day operations thereby reducing substantially the administrative time, inconvenience and expenses associated with the convening of separate general meetings on an ad-hoc basis and enable the Group to realise business opportunities, as and when they shall become available to the Group, in a more timely and effective manner.