

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 50<sup>th</sup> Annual General Meeting of the Company will be held at the Glenmarie Ballroom A, Holiday Inn Kuala Lumpur, Glenmarie, No. 1, Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan on Tuesday, 24 September 2013 at 9.30 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2013 together with the Reports of the Directors and Auditors thereon.
2. To declare the following first and final dividend for the financial year ended 31 March 2013: **Resolution 1**
  - (a) Dividend of 3.0 sen per ordinary share less Malaysian Income Tax of 25%; and
  - (b) Dividend-in-specie on the basis of 1 treasury share for every 20 ordinary shares of RM1.00 each held in the Company, fractional entitlements, if any, will be disregarded.
3. To re-elect the following Directors who retire in accordance with Article 83 of the Company's Articles of Association: **Resolution 2**
  - (a) Dato' Robert Teo Keng Tuan
  - (b) Mr. Chin Jit Pyng **Resolution 3**
4. To re-appoint Mr. Lee Siew Choong as a Director pursuant to Section 129(6) of the Companies Act, 1965. **Resolution 4**
5. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration. **Resolution 5**

#### As Special Business:

To consider and if thought fit, to pass the following Ordinary Resolutions:

6. **Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965** **Resolution 6**  
 "THAT pursuant to Section 132D of the Companies Act, 1965 ("**the Act**"), the Directors be and are hereby empowered to issue shares in the Company, at any 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 per centum (10%) of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("**Bursa Securities**") and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("**AGM**") of the Company."
7. **Proposed Renewal of Authority for Purchase of Own Shares by the Company** **Resolution 7**  
 "THAT subject to the Act, the rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Securities and any other relevant authority, the Directors of the Company be and are hereby unconditionally and generally authorised to make purchases of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital through Bursa Securities subject further to the following:
  - (a) the maximum number of shares which may be purchased by the Company shall be equivalent to ten per centum (10%) of the issued and paid-up share capital of the Company for the time being, quoted on Bursa Securities;
  - (b) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the sum of the audited retained profits and the share premium account of the Company of RM57.46 million and RM5.44 million respectively as at 31 March 2013;
  - (c) the authority conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next AGM of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or the expiration of the period within which the next AGM is required by law to be held, whichever occurs first) but not so as to prejudice the completion of purchase(s) by the Company or any person before the aforesaid expiry date and, in any event, in accordance with the Main Market Listing Requirements of Bursa Securities or any other relevant authority;
  - (d) upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with by the Directors in any manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Main Market Listing Requirements of Bursa Securities and any other relevant authority for the time being in force;
 AND THAT the Directors of the Company be and are hereby authorised to take all such steps and do all such acts (including the execution of any relevant documents) as are necessary or expedient to implement or to give effect to the aforesaid authorisation."

To consider and if thought fit, to pass the following Special Resolution:

8. **Proposed Amendments to the Articles of Association of the Company** **Resolution 8**  
 "THAT the proposed amendments to the Articles of Association of the Company ("**Proposed Amendments**") as set out on pages 193 and 194 of the 2013 Annual Report be and are hereby approved and adopted.  
 AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to carry out all the necessary formalities in effecting the Proposed Amendments as set out on pages 193 and 194 of the 2013 Annual Report."
9. To transact any other business for which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS HEREBY GIVEN THAT** the First and Final Dividend, if approved by the shareholders at the forthcoming Annual General Meeting, will be paid on 30 October 2013 to depositors registered in the Record of Depositors at the close of business on 8 October 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 8 October 2013 in respect of ordinary transfers; and
- b. Shares bought on Bursa Securities on a cum entitlement basis according to the rules of Bursa Securities.

### BY ORDER OF THE BOARD

**Lim Seng Yon** (MAICSA 0815774)  
**Wong Wai Fong** (MAICSA 7000896)  
Secretaries

30 August 2013  
Selangor Darul Ehsan

#### Notes:

1. A proxy may but need not be a member.
2. To be valid, the Form of Proxy, duly completed must be deposited at the office of the Company not less than forty-eight (48) hours before the time for holding the meeting PROVIDED THAT in the event a member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy. You can also appoint the Chairman of the meeting as your proxy.
3. A member holding one thousand (1,000) ordinary shares or less may appoint one (1) proxy to attend and vote at a general meeting who shall represent all the shares held by such member.
4. A member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies to attend and vote at the same meeting, such appointment(s) shall be invalid unless the member specifies the proportion of his shareholding in respect of which each proxy shall represent him.
5. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
6. Where a member is an authorised nominee as defined under 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.
7. Where a member 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.
8. If the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
9. For the purpose of determining a member who shall be entitled to attend the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors ("**ROD**") as at 17 September 2013. Only a depositor whose name appears on the ROD as at 17 September 2013 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on such depositor's behalf.
10. The lodging of the Form of Proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.

#### Explanatory Notes:

##### Item 1 of the Agenda – To receive the Audited Financial Statements

This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965, does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda is not put forward for voting.

##### Resolution No. 6 - Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965

The resolution, if passed, will give the Directors of the Company, from the date of the above AGM, authority to issue and allot shares from the unissued capital of the Company at any time up to an aggregate amount not exceeding ten per centum (10%) of the issued and paid-up share capital of the Company, for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company. With the renewal of this authority, the Directors of the Company would be able to raise funds from the equity market at a shorter period of time and any delay arising from and cost involved in convening an extraordinary general meeting to approve such issuance of shares should be eliminated.

The authority will provide flexibility to the Company for any possible fund raising activities, but not limited to placement of shares for the purpose of funding current and/or future investment project(s), working capital and/or acquisitions or strategic opportunities involving equity deals, which may require the allotment and issuance of new shares.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the last AGM of the Company held on 5 September 2012 and accordingly no proceeds were raised.

##### Resolution No. 7 - Proposed Renewal of Authority for Purchase of Own Shares by the Company

The resolution, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the issued and paid-up share capital of the Company for the time being, quoted on Bursa Securities, by utilising the funds allocated which shall not exceed the audited retained profits and the share premium of the Company. Further information on the Proposed Renewal of Authority for Purchase of Own Shares by the Company is set out in the Statement to Shareholders dated 30 August 2013 which is despatched together with the Company's 2013 Annual Report.

##### Resolution No. 8 - Proposed Amendments to the Articles of Association of the Company ("**Proposed Amendments**")

The resolution, if passed, will bring the Articles of Association of the Company in line with the recent amendments to the Main Market Listing Requirements of Bursa Securities. Details of the Proposed Amendments are set out on pages 193 and 194 of the 2013 Annual Report.