

NOTICE OF 13th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting of the Company will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur on Tuesday, 24 September 2013 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS :

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2013 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve payment of Directors' fees amounting to RM242,345.00 for the financial year ended 31 March 2013. **Resolution 2**
3. To re-elect the following Directors retiring pursuant to Article 74 of the Company's Articles of Association and being eligible, offered themselves for re-election:
 - (a) Dato' Mah Siew Kwok **Resolution 3**
 - (b) Ahmad Bin Khalid **Resolution 4**
4. To re-elect the following Directors retiring pursuant to Article 80 of the Company's Articles of Association and being eligible, offered themselves for re-election:
 - (a) Tai Keat Chai **Resolution 5**
 - (b) Mah Yong Sun **Resolution 6**
5. To re-appoint Messrs BDO as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 7**

AS SPECIAL BUSINESS :

6. To consider and if thought fit, pass the following resolution as Ordinary Resolution :

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 **Resolution 8**

"THAT subject always to the Companies Act, 1965 and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965 to allot and 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 in any one financial year does not exceed 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 the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

7. To consider and if thought fit, pass the following resolution as Ordinary Resolution :

PROPOSED RENEWAL OF SHAREHOLDER MANDATE AND NEW SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE **Resolution 9**

"THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into recurrent related party transactions from time to time with Related Parties who may be a Director, a major shareholder of the Company and/or its subsidiaries or a person connected with such a Director or major shareholder, as specified in section 2.3 of the Circular to Shareholders dated 2 September 2013 subject to the following:-

- i) the transactions are of a revenue or trading in nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries and are transacted on terms consistent or comparable with market or normal trade practices and/or based on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
- ii) disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the shareholders' mandate in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

THAT the mandate given by the shareholders of the Company shall only continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the "Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and do such acts and things as they may consider expedient or necessary to give effect to the shareholders' mandate."

8. To consider and if thought fit, pass the following resolution as Special Resolution:

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY ("Proposed Amendments") **Resolution 10**

"THAT the following proposed amendments to the Articles of Association of the Company ("Proposed Amendments") be and are hereby approved and adopted:

Existing Articles	Proposed Amended Articles
Nil	New Article 97A – <u>Participation in meetings by telephone conferencing</u> <u>The Directors may participate in a meeting of the Directors by means of a conference telephone or similar electronic tele-communicating equipment by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.</u>
Existing Article 109 – <u>Resolutions in writing</u> A Resolution in writing signed by all of the Directors for the time being present in Malaysia and constituting a quorum shall be as effective as a Resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one (1) or more of the Directors.	New Article 109 – <u>Resolutions in writing</u> A Resolution in writing signed by all of the Directors for the time being present in Malaysia and constituting a quorum shall be as effective as a Resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one (1) or more of the Directors. <u>The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile, telex, cable, telegram or other forms of electronic communications.</u>

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to carry out the necessary formalities in effecting the Proposed Amendments."

9. To transact any other business of which due notice shall have been given.

By Order of the Board

LIM SHOOK NYEE [MAICSA No. 7007640]

Company Secretary

Kuala Lumpur

2 September 2013

NOTES:

- i) A member of the Company may appoint more than two (2) proxies to attend at the same meeting but only one (1) proxy shall be entitled to vote on a show of hands. Where a member appoints two (2) or more proxies, he shall specify in each Form of Proxy the proportion of his shareholdings to be represented by each proxy.
- ii) 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.
- iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company and need not be a person prescribed by Section 149(1)(b) of the Companies Act, 1965. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- iv) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company at 16th Floor, KH Tower, 8 Lorong P. Ramlee, 50250 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid.

NOTES ON SPECIAL BUSINESS:

- i) **Resolution pursuant to Section 132D of the Companies Act, 1965**
This is a renewal of the general mandate for the issue of new ordinary shares in the Company which was approved at the last Annual General Meeting ("AGM") of the Company on 25 September 2012. The Company did not issue any new shares after the previous mandate was obtained at the last AGM and accordingly no proceeds were raised.
The proposed Resolution 8 if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investments projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors consider it to be in the best interest of the Company. Any delay arising from and cost involved in convening a general meeting to approve such issuance of shares should be eliminated. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.
- ii) **Resolution pertaining to the Proposed Renewal of Shareholder Mandate and New Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
For Resolution 9, further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 2 September 2013 which is dispatched together with the Company's Annual Report 2013.
- iii) **Proposed Amendments to the Articles of Association of the Company ("Proposed Amendments")**
The proposed Resolution 10, if passed, will facilitate some administrative issues relating to proceedings of Directors by way of various forms of electronic communications or devices.