



Notice is hereby given that the Sixteenth Annual General Meeting of the Company will be held at Berjaya 1, 7th Floor, Georgetown City Hotel, 1-Stop Midlands Park Centre, Jalan Burmah, 10350 Penang on Friday, 25 October 2013 at 10.30 a.m. for the following purposes:-

AGENDA

As Ordinary Business:

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| 1. To receive the Audited Financial Statements for the financial year ended 30 April 2013 together with the Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2. To re-elect the following Directors who retire by rotation in accordance with Article 94(1) of the Company's Articles of Association and who, being eligible, offer themselves for re-election: | |
| i) Tan Poay Seng | Resolution 2 |
| ii) Tan Kok Aun | Resolution 3 |
| iii) Mawan Noor Aini Binti Md. Ismail | Resolution 4 |
| 3. To approve the payment of a final tax exempt dividend of 3 sen per share and a special single tier dividend of 5 Sen per share for the financial year ended 30 April 2013. | Resolution 5 |
| 4. To approve the payment of Directors' fees for the financial year ended 30 April 2013. | Resolution 6 |
| 5. To re-appoint Messrs. Grant Thornton as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. | Resolution 7 |

As Special Business:

To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:

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| 6. Authority under Section 132D of the Companies Act, 1965 for the Directors to Allot and Issue Shares | Resolution 8 |
| "That, subject always to provisions of the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Act, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued." | |
| 7. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature | Resolution 9 |
| "That, subject always to the provisions of the Companies Act, 1965 ("the Act"), the Memorandum & Articles of Association of the Company, the requirements of Bursa Malaysia Securities Berhad and/or any other regulatory authorities, approval be and is hereby given for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business which are necessary for the day-to-day operations of the Company and its subsidiaries as specified in Section 2.1 of the Company's Circular to Shareholders dated 3 October 2013 ("Circular") 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 that authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the shareholders' mandate shall continue to be in force until: | |
| (a) the conclusion of the next annual general meeting ("AGM") of the Company following the AGM at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; | |
| (b) the expiration of the period within which the next AGM after that date is required 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 | |
| (c) revoked or varied by resolution passed by the shareholders at a general meeting, | |
| whichever is the earlier; | |

And that, authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution.

And that, the estimates given on the recurrent related party transactions specified in Section 2.1 of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review procedures set out in Section 2.4 of the Circular."

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| 8. Continuing in Office as Independent Non-Executive Director | Resolution 10 |
| "That authority be and is hereby given to Datuk Noor Zahidi Bin Omar who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." | |

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

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| 9. Proposed Amendments to the Company's Articles of Association | Resolution 11 |
| "That, the amendments to the Company's Articles of Association as set out in Part B of the Company's Circular to Shareholders dated 3 October 2013 be hereby approved and that the Directors be hereby authorized to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the Proposed Amendments to the Company's Articles of Association." | |
| 10. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965. | |

By Order of the Board,

LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)
Company Secretaries

Penang
Date: 3 October 2013

Further notice is hereby given that for the purpose of determining a member who shall be entitled to attend the Sixteenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 17 October 2013. Only a depositor whose name appears on the Record of Depositors as at 17 October 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

NOTES ON APPOINTMENT OF PROXY

- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- For a proxy to be valid, the proxy form duly completed, must be deposited at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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.
- If the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- The proposed Resolution 8, is to seek a renewal of the general mandate for the directors of the Company to allot and issue shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next Annual General Meeting.
As at the date of notice of meeting, no new shares have been issued pursuant to the general mandate granted at the last Annual General Meeting of the Company.
The general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.
- The proposed Resolution 9, is to enable the Company and its subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the Group's day to day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of minority shareholders of the Company. Further information on the Proposed Renewal of Shareholders' Mandate is set out in Part A of the Circular to Shareholders dated 3 October 2013, dispatched together with the Company's Annual Report for the financial year ended 30 April 2013.
- The proposed Resolution 10, is to allow the independent director to be retained and continue to act as independent director to fulfil the requirements of paragraph 3.04 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the recommendations 3.2 and 3.3 of the Malaysian Code of Corporate Governance 2012. The details of justifications are set out in page 15 of the Company's Annual Report for the financial year ended 30 April 2013.
- The proposed Resolution 11, is to allow the Company's Articles of Association to be in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Notice Of Dividend Entitlement

Notice is also hereby given that, a depositor shall qualify for entitlement only in respect of:

- Shares transferred into the depositor's securities account before 4.00 p.m. on 7 November 2013 in respect of ordinary transfers;
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

The dividend, if approved will be paid on 25 November 2013 to depositors who are registered in the Record of Depositors of the Company on 7 November 2013.

By Order of the Board,

LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)
Company Secretaries

Penang
Date: 3 October 2013