



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of the Company will be convened and held at Perdana Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 30 October 2013 at 3.00 p.m. to transact the following businesses:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 April 2013 together with the Directors' and Auditors' Reports thereon.
Please refer to Note 1 of the Explanatory Notes
- To declare a first and final single-tier dividend of 0.50 sen per ordinary share of RM1.00 each for the financial year ended 30 April 2013.
Ordinary Resolution 1
- To approve the increase of Directors' Fees for the financial year ended 30 April 2013 and the payment thereof.
Ordinary Resolution 2
- To re-elect Mr Koh Chee Mian who is retiring under Article 93.1 of the Articles of Association of the Company.
Ordinary Resolution 3
- To re-elect the following Directors who are retiring under Article 100 of the Articles of Association of the Company:-
 - Mr Tan Kwe Hee
Ordinary Resolution 4
 - Mr Lim Pei Tiam @ Liam Ahat Kiat
Ordinary Resolution 5
 - Tan Sri Ahmad Bin Mohd Don
Ordinary Resolution 6
 - Dato' Yeow Wah Chin
Ordinary Resolution 7
 - Encik Ihsan Bin Ismail
Ordinary Resolution 8
- To re-appoint Messrs Ong & Wong as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 9

As Special Business

To consider and, if thought fit, to pass the following resolutions:-

- Authority for Datuk Ng Peng Hong @ Ng Peng Hay to continue in office as Independent Non-Executive Director**
THAT authority be and is hereby given to Datuk Ng Peng Hong @ Ng Peng Hay who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting ("AGM") in accordance with Malaysian Code on Corporate Governance 2012.
Ordinary Resolution 10
- Proposed Renewal of General Mandate for Recurrent Related Party Transactions**
THAT the proposed renewal of general mandate pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorising the subsidiaries of the Company to enter into recurrent transactions of a revenue or trading nature as set out in paragraph 2.3 of the Circular to Shareholders dated 7 October 2013 with the related party mentioned therein which are necessary for the Komarkcorp group's day-to-day operations ("Proposed Renewal of General Mandate for Recurrent Related Party Transactions"), be and is hereby approved provided that:-
 - the transactions are in the ordinary course of business and on normal commercial 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
 - in making the disclosure of the aggregate value of recurrent transactions conducted pursuant to the general mandate in the Annual Report, the Company will provide a breakdown of the aggregate value of the recurrent transactions and type of recurrent transaction made during the financial year.**THAT** the authority conferred by such mandate shall continue to be in force until:
 - the conclusion of the next AGM of the Company following the Seventeenth AGM at which the Proposed Renewal of General Mandate for Recurrent Related Party Transactions is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
 - the expiration of the period within which the next AGM of the Company after the Seventeenth AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - revoked or varied by a resolution passed by the shareholders in 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 Renewal of General Mandate for Recurrent Related Party Transactions.
Ordinary Resolution 11

- Proposed Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares**
THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next AGM 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 to be issued does not exceed ten per centum (10%) of the issued share capital of the Company (excluding treasury shares) for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.
Ordinary Resolution 12

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the Seventeenth Annual General Meeting, a first and final single-tier dividend of 0.50 sen per ordinary share of RM1.00 each in respect of the financial year ended 30 April 2013 will be paid on 13 December 2013 to the shareholders whose names appear on the Record of Depositors of the Company on 18 November 2013.

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

- Shares transferred into the depositor's securities account before 4.00 p.m. on 18 November 2013 in respect of transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD
LIEW IRENE (MAICSA 7022609)
TAI YIT CHAN (MAICSA 7009143)
Secretaries

Selangor Darul Ehsan
Date: 7 October 2013

NOTES

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. 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. There shall be no restriction as to the qualification of the proxy.
- A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- 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 its Common Seal or under the hand of the attorney.
- 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, must be deposited at the Company's Share Registrars' office at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 22 October 2013 (General Meeting Record of Depositors) shall be eligible to attend, speak and/or vote at the meeting or appoint proxy(ies) to attend, speak and/or vote on his behalf.

EXPLANATORY NOTES TO SPECIAL BUSINESS:

1. To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. Authority for Datuk Ng Peng Hong @ Ng Peng Hay to continue in office as Independent Non-Executive Director

The Board of Directors ("Board") has via the Nomination Committee conducted an annual performance evaluation and assessment of Datuk Ng Peng Hong @ Ng Peng Hay, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfils the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore is able to bring independent and objective judgment to the Board;
- his experience enables him to provide the Board and Audit Committee ("AC") with a pertinent set of experience, expertise, skills and competence;
- he has been with the Company long and therefore understands the Company's business operations which enables him to contribute actively and effectively during deliberations or discussions at AC and Board meetings; and
- he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company.

3. Proposed Renewal of General Mandate for Recurrent Related Party Transactions

Ordinary Resolution 11, if passed, will allow Komarkcorp Group to enter into recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce the expenses associated therewith, improve administrative efficiency and allow human resources and time to be channelled towards attaining corporate objectives. The shareholders' mandate is subject to renewal on an annual basis.

4. Proposed Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

The Company had, during its Sixteenth Annual General Meeting ("AGM") held on 29 October 2012, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act").

Pursuant to the above mandate granted, the Company had on 24 June 2013 announced that it proposes to undertake a private placement of up to 10% of the issued and paid-up share capital of the Company ("the Proposal"). The application pursuant to the Proposal was approved by Bursa Malaysia Securities Berhad on 28 June 2013. As at today, no new shares were issued or placed out pursuant to the Proposal.

The Ordinary Resolution 12 proposed under item 9 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company (excluding treasury shares) for purpose of funding the working capital and future investment of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.