

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of the Company will be held at Bamboo Room, Scope Manufacturers (M) Sdn. Bhd., Lot 6181 Jalan Perusahaan 2, Kawasan Perindustrian Parit Buntar, 34200 Parit Buntar, Perak on Thursday, 21 November 2013 at 11:30 am for the following purposes:-

### AGENDA

#### AS ORDINARY BUSINESS :

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2013 together with the Reports of the Directors and Auditors thereon. Resolution 1
- To approve the payment of Directors' fee of RM60,000-00 for the financial year ended 30 June 2013. Resolution 1
- To re-elect Mr Lim Chiow Hoo as a Director who retires in accordance with Article 127 of the Company's Articles of Association. Resolution 2
- To re-elect Mr Tan Poh Heng as a Director who retires in accordance with Article 127 of the Company's Articles of Association. Resolution 3
- To re-appoint Messrs Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 4

#### AS SPECIAL BUSINESS :

- To consider and if thought fit, to pass with or without modifications the following resolutions:-
  - ORDINARY RESOLUTION  
AUTHORITY TO ISSUE SHARES**

"That pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such 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 share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 5
  - SPECIAL RESOLUTION  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

"That the amendments to the Articles of Association of the Company contained in Appendix I be and are hereby approved."

Resolution 6
- To transact any other business of which due notices shall have been given in accordance with the Companies Act, 1965.

By Order of the Board,

**CHEE WAI HONG (MIA 17181)**  
**FOO LI LING (MAICSA 7019557)**  
Company Secretaries

Penang

Date : 30 October 2013

#### Notes :

- 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.
- The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time 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 two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint at least one proxy 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 as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 77 of the Articles of Association of the Company and Paragraph 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 15 November 2013 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.

#### Explanatory Notes on Special Business

##### Resolution 5 – Authority to issue shares

The Ordinary Resolution proposed under item 6(i) above, if passed, primarily to renew the mandate to give authority to the Board of Directors of the Company to issue and allot 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 would be in the best interest of the Company without convening a general meeting. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares. 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 this Notice, the Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Tenth Annual General Meeting held on 28 November 2012 and which will lapse at the conclusion of the Eleventh Annual General Meeting to be held on 21 November 2013. A renewal of this authority is being sought at the Eleventh Annual General Meeting under proposed Resolution 5.

This authority if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

##### Resolution 6 – Proposed Amendments to the Articles of Association of the Company

The Special Resolution proposed under item 6(ii) above, if passed, will give authority for the Company to amend its Articles of Association to be in line with the amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.