

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eighteenth Annual General Meeting of the Company will be held at Seminar Room 1, Kelab Golf Negara Subang, Jalan SS 7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 24 December 2013 at 10:00 a.m. for the following purposes:-

### AGENDA

#### As Ordinary Business

- |  |                                      |
|--|--------------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2013 together with the Reports of the Directors and Auditors thereon.                      | (Please refer to Explanatory Note 1) |
| 2. To approve the payment of Directors' fees of RM67,500 for the financial year ended 30 June 2013.  | (Resolution 1)                       |
| 3. To re-elect Mr. Peter Thomas Phelan, the Director of the Company who shall retire by rotation pursuant to Article 82 of the Company's Articles of Association.              | (Resolution 2)                       |
| 4. To re-elect Mr. Wisun Soon, the Director of the Company who shall retire by rotation pursuant to Article 88 of the Company's Articles of Association.                       | (Resolution 3)                       |
| 5. To re-appoint Messrs. KPMG as the Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | (Resolution 4)                       |

#### As Special Business

6. To consider and, if thought fit, to pass the following Ordinary and Special resolutions with or without modifications:-

#### ORDINARY RESOLUTION

- **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** (Resolution 5)
- THAT subject always to the Companies Act, 1965, Memorandum and Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered pursuant to Section 132D of the Act to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company as at the date of this Annual General Meeting ("AGM") and that the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.

#### SPECIAL RESOLUTION

- **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS")** (Resolution 6)

THAT the proposed amendments to the Articles of Association of the Company as set out in the "Annexure A" (Proposed Amendments) attached to the Company's Annual Report 2013 which have been circulated to the members of the Company be approved and adopted;

AND THAT the Directors be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interests of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities, and to take all steps and actions as the Directors may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Amendments.

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

By Order of the Board

**CHUA SIEW CHUAN** (MAICSA 0777689)

**MAK CHOOI PENG** (MAICSA 7017931)

Company Secretaries

Kuala Lumpur

29 November 2013

#### Explanatory Notes:-

1. Item 1 of the Agenda

The Agenda 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 item is not put forward for voting.

2. Resolution 5

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The proposed resolution, 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 may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company.

3. Resolution 6

The proposed amendments to the Articles of Association of the Company are made for the following purposes:

(a) To ensure that the Articles of Association of the Company comply with the amended Main Market Listing Requirement of Bursa Malaysia Securities Berhad since it took effect from 3 January 2012;

(b) To incorporate the necessary amendments that arise from the Capital Markets and Services (Amendment) act 2011 dated 3 October 2011;

(c) To reflect the provisions to cater for the use of technology in various forms of electronic devices with regard to the poll voting;

(d) To update the Articles of Association of the Company so as to ensure clarity and consistency with the relevant regulatory provisions and the Malaysian Code on Corporate Governance 2012; and

(e) To correct typographical errors in the Articles of Association of the Company.

The rationale for the Proposed Amendments are provided in Annexure A, which is circulated together with the Notice of the 18th AGM dated 29 November 2013.

#### Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 December 2013 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one proxy 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(a)(b)(c) and (d) of the Companies Act, 1965 need not be complied with. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
- 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.
- 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 an officer or attorney duly authorised.
- 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 Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof.