



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-Second (52nd) Annual General Meeting of the Company will be held at Dillenia & Eugenia Rooms, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 8 May 2014 at 10:00 a.m. for the following purposes:

AGENDA

Ordinary Businesses

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and the Auditors thereon.
- To re-elect the Directors who retire in accordance with Article 94 of the Articles of Association of the Company:
 - Tuan Syed Omar Bin Syed Abdullah *(Ordinary Resolution 1)*
 - YBM Tunku Mahmood Bin Tunku Mohammed D.K. *(Ordinary Resolution 2)*
- To re-elect Mr. Mak Hon Weng, who retires in accordance with Article 100 of the Articles of Association of the Company. *(Ordinary Resolution 3)*
- To approve the payment of Directors' fees amounting to RM30,000.00 for the financial year ended 31 December 2013. *(Ordinary Resolution 4)*
- To re-appoint Messrs. Ecovis AHL as Auditors and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 5)*

Special Businesses

- To consider and, if thought fit, to pass the following Ordinary and Special Resolutions:
 - Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965** *(Ordinary Resolution 6)*

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and to issue shares in the share capital of 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, deem fit provided that the aggregate number of shares to be issued 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 for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

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- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions and Proposed Additional Shareholder's Mandate for Recurrent Related Party Transactions** *(Ordinary Resolution 7)*

"THAT subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association and the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its Subsidiaries to enter into all transactions involving the Related Parties as specified in the Section 2.4.1 and 2.4.2 of the Circular to Shareholders dated 15 April 2014 provided that such transactions are:

 - recurrent transactions of a revenue or trading nature;
 - necessary for the day-to-day operations;
 - carried out in the ordinary course of business 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.

AND THAT such approval shall continue to be in force until:

 - the conclusion of the next Annual General Meeting ("AGM"), at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
 - the expiration of the period within which the next AGM of the Company 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
 - revoked or varied by a resolution passed by the Shareholders in a General Meeting;

whichever is the earlier.

AND THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM"), at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
 - the expiration of the period within which the next AGM of the Company 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
 - revoked or varied by a resolution passed by the Shareholders in a General Meeting;
- whichever is the earlier.

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as it may be required) as they may consider expedient or necessary to give effect to the Mandate."

- Retention of Independent Non-Executive Director** *(Ordinary Resolution 8)*

"THAT approval be and is hereby given to YBM Tunku Mahmood Bin Tunku Mohammed D.K. who has 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 in accordance with the Malaysian Code on Corporate Governance 2012."
- To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

LIM SIEW TING

Company Secretary (MAICSA 7029466)

Kuala Lumpur

15 April 2014

Explanatory Notes to Special Businesses

- Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965 (Resolution 6)**

The Proposed Ordinary Resolution 6, if passed, will empower the Directors from the date of the Fifty-Second (52nd) Annual General Meeting ("AGM") to allot and issue up to a maximum of 10% of the issued share capital of the Company for the time being (other than bonus or rights issue) for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 15 May 2013 and which will lapse at the conclusion of the Fifty-Second (52nd) AGM of the Company.

The General Mandate 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 and/or acquisitions.
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions and Proposed Additional Shareholders' Mandate for Recurrent Related Party Transactions (Resolution 7)**

The Proposed Ordinary Resolution 7, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interest of Related Parties, which are of a revenue or trading nature and necessary for 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 the minority shareholders of the Company.
- Retention of Independent Non-Executive Director (Resolution 8)**

The Nomination Committee has assessed the independence of YBM Tunku Mahmood Bin Tunku Mohammed D.K., who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

 - He fulfilled the criteria under the definition of an Independent Director, as stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and thus, he would be able to function as check and balance, provide a broader view and brings an element of objectivity to the Board;
 - His years of experience as a businessman enabled him to provide the Board with a diverse set of experience, expertise and independent judgment; and
 - He has performed his duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposal from the Management.

Notes:

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a), (b), (c) and (d) of the Act shall not apply to the Company.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies it may appoint in respect of each Omnibus Account.
- In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of an officer or attorney, duly authorised in writing.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
- To be valid, the original Form of Proxy, must be completed and deposited at the Registered Office of the Company at Suite 2.02, Level 2, Wisma E&C, No. 2, Jalan Dungan Kiri, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- The lodging of a completed Form of Proxy will not preclude a member from attending and voting in person at the meeting should the member subsequently wish to do so, however such attendance would be an automatic revocation of the proxy's authority unless an intimation in writing has been made to the Company at the registered office.
- For the purposes of determining a member entitled to attend the meeting, the Company will request Bursa Malaysia Depository Sdn Bhd (in accordance with Article 66(b) of the Company's Articles of Association), to issue the Record of Depositors ("ROD") as at 2 May 2014 for determining the depositors who shall be deemed to be the registered holders of the shares of the Company eligible to be present and vote at the meeting. Only a depositor whose name appears on the ROD as at 2 May 2014 shall be entitled to attend the meeting.