



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Tenth Annual General Meeting of the Company will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur, Malaysia on Wednesday, 21 May 2014 at 9.30 a.m. to transact the following businesses:-

**AGENDA**

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' Fees in respect of the financial year ended 31 December 2013.
- To re-elect the following Directors retiring under Article 90.1 of the Articles of Association of the Company:-
  - Mr Chong Yew Kiang
  - Ms Anita Chew Cheng Lim

**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**

- To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:-

"THAT Dato' Wong Pui Lam, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting."

**Ordinary Resolution 5**  
**Ordinary Resolution 6**

- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.

**As Special Business**

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

- Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and from time to time until the conclusion of the next Annual General Meeting 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 for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue."

**Ordinary Resolution 7**

- Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

"THAT, subject to the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries ("NHR Group") to enter into the recurrent transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 29 April 2014 ("Circular") with the related parties mentioned therein which are necessary for the NHR Group's day-to-day operations.

THAT the NHR Group be and is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein 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
- the disclosure of the aggregate value of the transactions concluded during a financial year will be disclosed in the Annual Report for the said financial year.

THAT authority conferred by such renewed mandate shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of NHR at which time it will lapse, unless by a resolution passed at a general meeting, the authority is again renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or

- revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

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

**Ordinary Resolution 8**

- Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares**

"THAT, subject to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained profits and/or share premium of the Company to purchase such amount of ordinary shares of RM0.20 each in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company;

THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 67A of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them;

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company (being the Eleventh ("11th") AGM of the Company), at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the 11th AGM of the Company is required by law to be held; or

- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authority."

**Ordinary Resolution 9**

- Retention of Dato' Wong Pui Lam as an Independent Non-Executive Director**

"THAT, subject to the passing of Ordinary Resolution 5 proposed under item 4 above, Dato' Wong Pui Lam, shall be retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012, until the conclusion of the next Annual General Meeting."

**Ordinary Resolution 10**

- Retention of Mr Chong Yew Kiang as an Independent Non-Executive Director**

"THAT, subject to the passing of Ordinary Resolution 3 proposed under item 3(i) above, Mr Chong Yew Kiang shall be retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012, until the conclusion of the next Annual General Meeting."

**Ordinary Resolution 11**

BY ORDER OF THE BOARD

**TAI YIT CHAN (MAICSA 7009143)**

**CHAN SU SAN (MAICSA 6000622)**

**Company Secretaries**

Selangor Darul Ehsan

Date: 29 April 2014

**NOTES:**

- A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy may, but need not, be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) 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 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.  
An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time set for holding the Meeting or any adjournment thereof.
- For the 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, a Record of Depositors as at 14 May 2014 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.

**7. EXPLANATORY NOTES ON SPECIAL BUSINESS**

- Ordinary Resolution No. 7 – Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**

The Company had, during its Ninth Annual General Meeting ("AGM") held on 22 May 2013, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 7 proposed under item 6 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 for purpose of funding the working capital or future investments 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.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

- Ordinary Resolution No. 8 – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Please refer to the Circular to Shareholders dated 29 April 2014 for further information.

- Ordinary Resolution No. 9 – Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares**

Please refer to the Circular to Shareholders dated 29 April 2014 for further information.

- Ordinary Resolution 10 – Proposal for Dato' Wong Pui Lam (Dato' Wong) to continue in office as Independent Non-Executive Director**

The Board of Directors ("Board") had via the Nomination Committee conducted an annual performance evaluation and assessment of Dato' Wong and recommended him to continue to act as Independent Non-Executive Director of the Company.

Dato' Wong fulfills the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgment to the Board. In addition, his experience as a practising solicitor and partner of a legal firm would enable him to contribute effectively to the Board. Dato' Wong has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders of the Company.

- Ordinary Resolution 11 – Proposal for Mr Chong Yew Kiang (Mr Chong) to continue in office as Independent Non-Executive Director**

The Board had via the Nomination Committee conducted an annual performance evaluation and assessment of Mr Chong and recommended him to continue to act as Independent Non-Executive Director of the Company.

Mr Chong fulfills the criteria under the definition of independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgment to the Board. In addition, his experience as a banker, corporate planning manager and accountant would enable him to contribute effectively to the Board. Mr Chong has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his duties professionally in the interest of the Company and shareholders of the Company.