



**NOTICE IS HEREBY GIVEN** that the Twelfth Annual General Meeting of the Company will be held at Function Room 3, Level 1, Ixora Hotel Prai, Penang, Jalan Baru, Bandar Perai Jaya, 13600 Perai, Penang on Thursday, 29 May 2014 at 11.00 a.m.

#### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. (Please refer to Note A)
- To approve the payment of Directors' fees of RM173,432 for the financial year ended 31 December 2013. (Ordinary Resolution 1)
- To re-elect the following Directors retiring under the respective provision of the Articles of Association of the Company, and who being eligible, offered themselves for re-election:-
  - Y' Bhg Dato' (Dr) Pahamin Ab Rajab (Article 81) (Ordinary Resolution 2)
  - Mr Wong Jee Ming (Article 81) (Ordinary Resolution 3)
  - Mr Yong Chan Cheah (Article 88) (Ordinary Resolution 4)
  - Mr Yong Swee Chuan (Article 88) (Ordinary Resolution 5)
  - Mr Low Hee Chung (Article 88) (Ordinary Resolution 6)
  - Mr Lee Huei (Article 88) (Ordinary Resolution 7)
- To re-appoint Messrs. Crowe Horwath as Auditors of the Company and to authorise the Directors to determine their remuneration. (Ordinary Resolution 8)

#### AS SPECIAL BUSINESS

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

- Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of Bursa Malaysia Securities Berhad and other relevant governmental and/or regulatory bodies, where such approvals are necessary, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company (excluding Treasury Shares) for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 9)
- Proposed Renewal of Authority to the Company to Purchase up to Ten Percent (10%) of its Own Shares in the Issued and Paid-up Capital of the Company ("Proposed Renewal of Share Buy-back Mandate")**

"THAT subject always to Section 67A of the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, regulations and guidelines for the time in force, the Directors of the Company be and are hereby given full authority, to seek shareholders' approval for the renewal of authority for the Company to allocate an amount not exceeding the total available retained profits and share premium of the Company for the purpose of and to purchase such amount of ordinary shares of RM0.10 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("Bursa Securities") as the Directors may deem fit and in the best interest of the Company provided that the aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any point in time;

AND THAT upon the purchase by the Company of its own shares, the Directors are authorised to retain such shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased as treasury shares and cancel the remainder. The Directors are further authorised to distribute the treasury shares as dividends to the shareholders of the Company and/or resell the shares on Bursa Securities in accordance with the relevant rules of Bursa Securities or subsequently cancel the treasury shares or any combination thereof;

AND THAT such approval and authorisation shall only continue to be in force until:-

- the conclusion of the first Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND FURTHER THAT the Directors of the Company be authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give full effect to this mandate." (Ordinary Resolution 10)

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

#### BY ORDER OF THE BOARD

How Wee Ling (MAICSA 7033850)  
Ooi Ean Hoon (MAICSA 7057078)  
Secretaries

Penang  
Date : 30 April 2014

#### Notes:-

- This 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 and hence, is not put forward for voting.
- For the purpose of determining a member who shall be entitled to attend and vote at this 12th Annual General Meeting, the Company shall be requesting the Record of Depositors as at 20 May 2014. Only a depositor whose name appears on the Record of Depositors as at 20 May 2014 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

#### Proxy

- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote on a show of hands or on a poll in his stead. 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 to the Company.
- 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.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or 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 must be deposited at the Registered Office of the Company at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang not less than forty-eight (48) hours before the time set for holding of the Meeting or at any adjournment thereof.

#### Explanation Notes on Special Business:-

- Resolution on Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

The proposed Ordinary Resolution No. 9 [Item 5], if passed, will grant a renewed general mandate (Mandate 2014) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten percent (10%) of the issued share capital of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company.

The Mandate 2014 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Eleventh Annual General Meeting. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.

- Resolution on Proposed Renewal of Share Buy-back Mandate**

The proposed Ordinary Resolution No. 10 [Item 6], if passed, will give the Company the authority to purchase its own ordinary shares of up to ten percent (10%) of the issued and paid-up share capital of the Company for the time being. This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting after that date is required by law to be held, whichever occurs first. For further information on the Proposed Renewal of Share Buy-back Mandate, please refer to the Share Buy-back Statement set out in the Annual Report 2013.