

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Forty First Annual General Meeting ("AGM") of the Company will be held at Bunga Melati Room, Level 7, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Thursday, May 29, 2014 at 11.30 a.m. for the following purposes:

**AS ORDINARY BUSINESS:**

- To receive the audited financial statements for the year ended December 31, 2013 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note on Agenda 1)
- To approve Directors' fees for the year ended December 31, 2013 amounting to RM137,000 (2012: RM113,000). (Resolution 1)
- To re-elect Mr. Heng Fu Joe who is retiring under Article 103 of the Company's Articles of Association. (Resolution 2)
- To re-elect Mr. Low Geoff Jin Wei who is retiring under Article 103 of the Company's Articles of Association. (Resolution 3)
- To re-appoint retiring Auditors, Messrs SJ Grant Thornton as Auditors of the Company for the financial year ending December 31, 2014 and to authorise the Directors to fix their remuneration. (Resolution 4)

**AS SPECIAL BUSINESS:**

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

**6. Ordinary Resolution****Retention of Mr. P. James Edwin A/L Louis Pushparatnam as Independent Director**

"THAT Mr. P. James Edwin A/L Louis Pushparatnam be and is hereby retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM pursuant to the Malaysian Code on Corporate Governance 2012." (Resolution 5)

**7. Ordinary Resolution****Authority to Issue and Allot Shares Pursuant to Section 132D of the Companies Act, 1965**

"THAT, subject to the provisions of Section 132D of the Companies Act, 1965, and the approval of the relevant authorities, the Directors be and are hereby authorised from time to time to issue and allot ordinary shares in the Company upon such terms and conditions and at such times as may be determined by the Directors to be in the interest of the Company provided always that the aggregate number of shares to be issued pursuant to this resolution shall not exceed ten percent (10%) of the issued share capital for the time being of the Company." (Resolution 6)

**8. Ordinary Resolution****Proposed Renewal of Share Buy-Back Authority**

"THAT, subject always to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and any other relevant authority, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM1 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company PROVIDED THAT:

- the total aggregate number of ordinary shares of RM1 each in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Malaysia as at the point of purchase, subject to a restriction that the issued and paid-up share capital of the Company does not fall below the applicable minimum share capital requirement of the Listing Requirements of Bursa Malaysia;
  - the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the Company's latest audited retained earnings and/or share premium account;
  - the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
    - the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
    - the expiration of the period within which the next AGM 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 THAT, the Directors of the Company be and are hereby authorised to cancel all the shares or any part thereof so purchased or to retain all the shares so purchased as treasury shares (of which may be distributed as dividends to shareholders and/or resold on Bursa Malaysia and/or subsequently cancelled), or to retain part of the shares so purchased as treasury shares and cancel the remainder, and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Malaysia and any other relevant authorities for the time being in force.

AND THAT, the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations and/or amendments, as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company." (Resolution 7)

- To transact any other business for which due notice shall have been given.

By order of the Board

Ms. Tan Gaik Hong, MIA 4621  
Secretary  
Melaka  
Dated: April 30, 2014

**NOTES:**

- For the purpose of determining a member who shall be entitled to attend this 41st AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 67(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at May 20, 2014. Only a depositor whose name appears on the Record of Depositors as at May 20, 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized 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/her attorney duly authorised in writing. If the appointor is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its officer or duly authorised attorney.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company, Kompleks Daibochi Plastic, Lot 3 & 7 Air Keroh Industrial Estate, Phase IV, 75450 Melaka not less than forty-eight (48) hours before the time appointed for holding the meeting.

**EXPLANATORY NOTE ON AGENDA 1**

This Agenda is meant for discussion only as the provision of Section 169(1) of the Companies Act does not require a formal approval of shareholders for the Audited Financial Statements and hence, Agenda 1 is not put forward for voting.

**EXPLANATORY NOTE ON ORDINARY BUSINESS****Resolution 2**

The independence of Mr. Heng Fu Joe who has served as an Independent Non-Executive Director of the Company has been assessed by the Nomination Committee. Having considered this assessment, the Board is satisfied that Mr. Heng Fu Joe brings independent and objective judgment to Board deliberations to ensure sufficient check and balance and ensures that high standards of corporate governance are applied. Mr. Heng Fu Joe abstained from deliberation and decision of his eligibility to stand for re-election at the Nomination Committee and Board meetings.

**EXPLANATORY NOTES ON SPECIAL BUSINESS****(i) Resolution 5**

The proposed ordinary resolution 5, if passed, will allow Mr. P. James Edwin A/L Louis Pushparatnam to be retained and to continue acting as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company in line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012. The justifications to recommend the retention of Mr. P. James Edwin A/L Louis Pushparatnam as an Independent Director are set out on pages 13 to 14 of the Board's Corporate Governance Statement in the 2013 Annual Report.

**(ii) Resolution 6**

The proposed Resolution 6, if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming AGM, to allot and issue ordinary shares from the unissued capital of the Company pursuant to Section 132D of the Companies Act, 1965.

As at the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on May 23, 2013 which will lapse at the conclusion of the forthcoming AGM.

The Board continues to consider opportunities to broaden the operating base and earnings potential of the Company. If any of the expansion proposals involves the issuance of new shares, the Directors would have to convene a general meeting to approve the issuance of new shares.

In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of shares, it is considered appropriate that the Directors be empowered, as proposed in Resolution 6, to allot and issue shares in the Company, up to an amount not exceeding in aggregate ten percent (10%) of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

**(iii) Resolution 7**

The proposed Ordinary Resolution 7, if passed, will empower the Company to purchase and/or hold up to ten per centum (10%) of the issued and paid-up share capital of the Company. This authority unless revoked or varied by the Company at a General Meeting will expire at the next AGM. Please refer to the Statement to Shareholders dated April 30, 2014 for further information.

**Statement Accompanying Notice of Annual General Meeting**

(pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia)

As at the date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming AGM.