

**NOTICE OF ELEVENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of the Company will be held at MTD Group Building, Ground Floor, No. 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan on Wednesday, 18 June 2014 at 10.30 a.m. for the following purposes:

**AGENDA**

**As Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Directors' and Auditor's Reports thereon.  
*(Please refer to Explanatory Notes to the Agenda)*  
**Ordinary Resolution 1**
2. To approve the payment of Directors' fees of RM156,000.00 for the financial year ended 31 December 2013.
3. To re-elect the following directors retiring in accordance with Article 104 of the Company's Articles of Association:  
a) Tan Sri Dato' Sri Koh Kin Lip JP  
b) Datuk Lim Soon Foo  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**
4. To re-appoint Messrs Ernst & Young as the Company's auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration.  
**Ordinary Resolution 4**

**As Special Business**

To consider and, if thought fit, pass with or without modifications, the following ordinary resolutions:

5. **Authority for Directors to issue and allot shares in the Company pursuant to Section 132D of the Companies Act, 1965**  
**Ordinary Resolution 5**

**"THAT** pursuant to Section 132D of the Companies Act, 1965, and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to time to such persons 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 pursuant to this resolution 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 on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

6. **Proposed Renewal of Authority for the Purchase by the Company of its own ordinary shares of up to 10% of the issued and paid up share capital ("Share Buy-Back")**  
**Ordinary Resolution 6**

**"THAT**, subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum & Articles of Association ("M&A") and the requirements of Bursa Securities and any other relevant authorities, the Directors of the Company be and are hereby authorised to purchase the Company's ordinary shares of RM0.10 each ("DMB Shares") listed on Bursa Securities subject to the following:-

- (a) the aggregate number of DMB Shares which may be purchased or held by the Company shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company, subject to the restriction that the Company continues to maintain a shareholding spread that is in compliance with the requirements of the Listing Requirements of Bursa Securities after the shares purchase;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing DMB Shares under the Share Buy-Back shall not exceed the latest available audited retained profits and share premium of the Company;
- (c) the authority conferred by this resolution to facilitate the Share Buy-Back will commence immediately upon the passing of this ordinary resolution and will continue to be in force until:
  - (i) the conclusion of the next annual general meeting ("AGM") of the Company at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
  - (ii) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
  - (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first; and
- (d) upon completion of the purchase(s) of the DMB Shares by the Company, the Directors of the Company be and are empowered to cancel or retain as treasury shares, any or all of the DMB Shares so purchased, resell on Bursa Securities or distribute as dividends to the Company's shareholders and/or in any manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements of Bursa Securities 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, complete or to effect the Share Buy-Back with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the DMB Shares."

7. **Continuing in Office as Independent Non-Executive Director**  
**Ordinary Resolution 7**  
**"THAT** approval be and is hereby given to Encik Fazrin Azwar Bin Md. Nor who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."
8. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

**CHIN NGEOK MUI** (MAICSA 7003178)

**CHEN BEE LING** (MAICSA 7046517)

Secretaries

Selangor Darul Ehsan

20 May 2014

**Notes:**

- i) In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors as at 12 June 2014 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
- ii) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote at the Meeting on his/her behalf. In the case of a corporation, a duly authorised representative to attend and vote in its stead. The proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. A proxy/representative appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- iii) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- iv) The instrument appointing a proxy shall be in writing under the hand of the appointer or if such appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- v) The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 8, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than **forty-eight (48) hours** before the time set for holding the Meeting or adjourned meeting.
- vi) Where a member 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.

**Explanatory Notes to the Agenda:**

**Item 1 of the Agenda**

This item of the Agenda 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 item of the Agenda is not put forward for voting.

**Item 5 of the Agenda - Ordinary Resolution 5**

**Authority for Directors to issue and allot shares in the Company pursuant to Section 132D of the Companies Act, 1965**

The Ordinary Resolution 5, is a renewal of the previous year mandate and if passed, will authorise the Directors of the Company to issue and allot shares up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

This authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting.

The renewal of this mandate would provide flexibility to the Company for any possible fund raising exercise, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions. This authority is to avoid any delay and cost involved in convening a general meeting to approve such issuance of shares.

The Company raised approximately RM43.394 million from its private placement exercise proposed in year 2013. As at 31 March 2014, the Company has utilised approximately 99% of the funds raised. Details of utilisation of proceeds are disclosed in Additional Compliance Information.

**Item 6 of the Agenda - Ordinary Resolution 6**

**Proposed Renewal of Authority for Share Buy Back**

The Ordinary Resolution 6, if passed, will empower the Directors of the Company to buy-back and/or hold from time to time shares of the Company not exceeding ten percent (10%) of the issued and paid-up share capital of the Company from time to time being quoted on the Bursa Securities 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.

Shareholders are advised to refer to the Statement to Shareholders dated 20 May 2014, which was circulated together with the 2013 Annual Report when considering Ordinary Resolution 6 on the Share Buy Back.

**Item 7 of the Agenda - Ordinary Resolution 7**

**Continuing in Office as Independent Non-Executive Director**

The Nomination Committee has assessed the independence of Encik Fazrin Azwar Bin Md. Nor, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and arising therefrom, the Board discussed and agreed with the recommendation of the Nomination Committee that in his long service to the Company, he has performed very well as an Independent Director. There is no reason to believe that he would not continue to act independently and to contribute to the Company as follows:

- a) He fulfils the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore would be able to function as a check and balance and bring an element of objectivity to the Board of Directors;
- b) He has devoted sufficient time and attention to his professional obligations for informed and balanced decision making;
- c) He has vast experience in a diverse range of businesses and therefore would be able to provide constructive opinion;
- d) He exercises independent judgement and has the ability to act in the best interest of the Company;
- e) He has continued to exercise his independence and due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and Shareholders.