

## COUNTRY HEIGHTS HOLDINGS BERHAD

Company No. 119416-K  
(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirtieth Annual General Meeting of Country Heights Holdings Berhad will be held at Unity Room, Lower Ground Level, Palace of the Golden Horses, Jalan Kuda Emas, Mines Wellness City, 43300 Seri Kembangan, Selangor Darul Ehsan on Friday, 20 June 2014 at 11.00 a.m. to transact the following businesses:-

#### A G E N D A

##### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 and the Reports of the Directors and Auditors thereon. *(Resolution 1)*
2. To approve the payment of Directors' fees in respect of the financial year ended 31 December 2013. *(Resolution 2)*
3. To re-elect Encik Nik Hassan Bin Nik Mohd Amin who retires pursuant to Article 102 of the Company's Articles of Association, and being eligible, has offered himself for re-election. *(Resolution 3)*
4. To re-elect Mr. Chew Chong Eu who retires pursuant to Article 102 of the Company's Articles of Association, and being eligible, has offered himself for re-election. *(Resolution 4)*
5. To consider and if thought fit, to pass the following resolution to re-appoint General Tan Sri (Dr) Mohamed Hashim Bin Mohd Ali (Rtd) as a Director of the Company who is retiring pursuant to Section 129 of the Companies Act, 1965:-  
  
"THAT pursuant to Section 129 of the Companies Act, 1965, General Tan Sri (Dr) Mohamed Hashim Bin Mohd Ali (Rtd) who has attained the age of 70 years be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting." *(Resolution 5)*
6. To consider and if thought fit, to pass the following resolution to re-appoint Academician Tan Sri Emeritus Professor Datuk Dr Ong Soon Hock as a Director of the Company who is retiring pursuant to Section 129 of the Companies Act, 1965:-  
  
"THAT pursuant to Section 129 of the Companies Act, 1965, Academician Tan Sri Emeritus Professor Datuk Dr Ong Soon Hock who has attained the age of 70 years be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting." *(Resolution 6)*
7. To re-appoint Messrs. Deloitte as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *(Resolution 7)*

## As Special Business

To consider and if thought fit, with or without any modification, to pass the following Resolutions:-

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

“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 allot and issue shares from the unissued share capital of 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 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.”

*(Resolution 8)*

9. **Proposed Renewal of General Mandate for Recurrent Related Party Transactions and Proposed New Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature**

“THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into and to give effect to the Recurrent Related Party Transactions of a Revenue or Trading Nature with the Related Parties as specified in Section 3.2 of the Circular to Shareholders dated 22 May 2014 (“Circular”);

AND THAT a mandate be and is hereby granted for the Company and/or its subsidiaries to enter into additional Recurrent Related Party Transactions of a Revenue or Trading Nature with the Related Parties as specified in Section 3.2 of the Circular;

provided always that:-

- i. the transactions are necessary for the day to day operations of the Group;
- ii. the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and the transactions are undertaken at arm’s length basis and are not detrimental to the minority shareholders of the Company; and
- iii. disclosure is made in the Annual Report of the breakdown of the aggregate value of transactions conducted pursuant to the Shareholders’ Mandate during the financial year;

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

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse, unless by a resolution passed at the said AGM whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or

- (c) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary in the best interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.”

*(Resolution 9)*

10. **Proposed Renewal of Authority for the Purchase of its Own Shares by the Company**

“THAT subject always to the Companies Act, 1965 (“the Act”), the provisions of 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 the relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM1.00 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:-

- i. the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up ordinary share capital of the Company for the time being quoted on Bursa Securities;
- ii. the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained earnings and share premium reserves of the Company at the time of the purchase(s); and
- iii. at the discretion of the Directors of the Company, the shares of the Company to be purchased are proposed to be cancelled and/or retained as treasury shares and may be distributed as dividends or resold on Bursa Securities or subsequently cancelled.

AND THAT such authority shall commence immediately upon passing of this ordinary resolution until:

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

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary and/or enter into any and all agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares.”

*(Resolution 10)*

11. **Retention of General Tan Sri (Dr) Mohamed Hashim Bin Mohd Ali (Rtd) as an Independent Non-Executive Director**

“THAT subject to the passing of Ordinary Resolution 5, authority be and is hereby given to General Tan Sri (Dr) Mohamed Hashim Bin Mohd Ali (Rtd) who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012.”

*(Resolution 11)*

12. **Retention of Academician Tan Sri Emeritus Professor Datuk Dr Ong Soon Hock as an Independent Non-Executive Director**

“THAT subject to the passing of Ordinary Resolution 6, authority be and is hereby given to Academician Tan Sri Emeritus Professor Datuk Dr Ong Soon Hock who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012.”

*(Resolution 12)*

13. To transact any other business of which due notice shall have been given.

By Order of the Board

**WONG SOOK PING**  
**(MAICSA 0761491)**  
Company Secretary

Seri Kembangan, Selangor Darul Ehsan  
22 May 2014

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint two (2) 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. There shall be no restriction as to the qualification of the proxy.
2. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy, and the provisions of Section 149(1)(a) of the Companies Act, 1965 shall not apply. A proxy shall have the same rights as a member to speak at the general meeting.
3. If no name is inserted in the space for the name of the proxy, the Chairman of the meeting will act as the proxy.
4. 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.
5. 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.

6. Only members registered in the Record of Depositors as at 13 June 2014 shall be eligible to attend the Thirtieth Annual General Meeting or appoint proxies to attend and vote on his or her behalf.
7. The duly completed and signed Proxy Form must be deposited at the Registered Office of the Company at 8th Floor, Block A, Mines Waterfront Business Park, No. 3, Jalan Tasik, Mines Wellness City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. The lodging of the Proxy Form will not preclude the member from attending and voting in person at the meeting should the member subsequently wish to do so.

#### **Explanatory notes to Special Business:**

1. The proposed Ordinary Resolution 8 is to renew the authority granted by the shareholders of the Company at the Twenty-Ninth Annual General Meeting (“AGM”) held on 28 June 2013. The proposed mandate, if passed, will empower the Directors of the Company, from the date of this AGM the authority to allot and issue shares in the capital of the Company up to an aggregate amount not exceeding 10% of the issued capital of the Company. This is to avoid any delay and cost involved in the convening of further general meetings to obtain shareholders’ approval for such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.

The purpose and utilisation of the proceeds could only be determined if the Board decides to allot the shares.

The Board of Directors did not issue any shares pursuant to the mandate obtained at the Twenty-Ninth AGM held on 28 June 2013.

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 the purpose of funding future investment project(s), working capital and/or acquisition(s).

2. The proposed Ordinary Resolution 9, if passed, will allow the Company and/or its subsidiaries to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature in the ordinary course of its business as set out in the Circular to Shareholders dated 22 May 2014 with the Related Parties mentioned therein which are necessary for the Group’s day to day operations. The Shareholders’ Mandate is subject to renewal on an annual basis.
3. The proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company to purchase the Company’s shares of up to ten (10) per centum of the issued and paid-up share capital of the Company for the time being quoted on Bursa Securities by utilising the funds allocated which shall not exceed the total retained profits and share premium of the Company. This authority unless revoked or varied at a general meeting, will expire at the next AGM of the Company.
4. The proposed Ordinary Resolution 11, if passed, will allow General Tan Sri (Dr) Mohamed Hashim Bin Mohd Ali (Rtd) to be retained and continue to act as an Independent Non-Executive Director to fulfill the requirements of Paragraph 15.02 of the Main Market Listing Requirements of Bursa Securities. The full details of the Board’s justification and recommendation for the retention of General Tan Sri (Dr) Mohamed Hashim Bin Mohd Ali (Rtd) as an Independent Non-Executive Director are set out in the Board’s Statement on Corporate Governance in the Annual Report 2013 on pages 65 to 66.
5. The proposed Ordinary Resolution 12, if passed, will allow Academician Tan Sri Emeritus Professor Datuk Dr Ong Soon Hock to be retained and continue to act as an Independent Non-Executive Director to fulfill the requirements of Paragraph 15.02 of the Main Market Listing Requirements of Bursa Securities. The full details of the Board’s justification and recommendations for the retention of Academician Tan Sri Emeritus Professor Datuk Dr Ong Soon Hock are set out in the Board’s Statement on Corporate Governance in the Annual Report 2013 on pages 65 to 66.