

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN the Nineteenth Annual General Meeting of the Company will be held at Greens II, Club House, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 17 June 2014 at 2:30 p.m. or at any adjournment thereof for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial period ended 31 December 2013 together with the Reports of the Directors and the Auditors thereon. (refer to Note 1)
2. To re-elect the following Directors who retire in accordance with Article 80 of the Articles of Association of the Company:-
 - (a) Dato' Mohamed Salleh Bin Bajuri; (Resolution 1)
 - (b) Ang Joo Seng; and (Resolution 2)
 - (c) Ang Chin Joo. (refer to Note 2)
3. To re-elect the following Directors who retire in accordance with Article 87 of the Articles of Association of the Company:-
 - (a) Mr. Tan Chee How; (Resolution 3)
 - (b) Mr. Lakatwu Rappang Bin Lakila; and (Resolution 4)
 - (c) Mr. Lee Chee Kiang. (Resolution 5)
4. To re-appoint Messrs. Sekhar & Tan as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to determine their remuneration. (Resolution 6)

As Special Business

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

5. **ORDINARY RESOLUTION NO. 1**
- **PAYMENT OF DIRECTORS' FEES** (Resolution 7)
"THAT the Directors' Fees amounting to RM172,500.00 (Ringgit Malaysia: One Hundred Seventy Two Thousand and Five Hundred only) for the financial period ended 31 December 2013, be and is hereby approved for payment."
6. **ORDINARY RESOLUTION NO. 2**
- **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** (Resolution 8)
"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any 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 issued pursuant to this Resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
7. **SPECIAL RESOLUTION**
- **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY** (Resolution 9)
"That the proposed alterations, modifications, deletions and/or additions to the Articles of Association of the Company as set out in Appendix I of the Annual Report be and are hereby approved and adopted AND THAT, the Board of Directors be and is hereby authorised to give effect to the said alterations, modification, additions or deletions."
8. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
CHENG CHIA PING (MAICSA 1032514)
Company Secretaries

Kuala Lumpur
Dated: 22 May 2014

Explanatory Note to Special Business:

1. Payment of Directors' Fees
The Resolution 7, if approved, will authorise the payment of Directors' Fees pursuant to Article 89(a) of the Articles of Association of the Company.
2. Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965
The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the Eighteenth Annual General Meeting of the Company (hereinafter referred to as the "General Mandate").
The Company had been granted a general mandate by its shareholders at the Eighteenth Annual General Meeting of the Company held on 25 February 2013 to issue and allot up to 4,946,400 ordinary shares of RM1/- each or equivalent to ten per centum (10%) of the issued and paid-up share capital of the Company (hereinafter referred to as the "Previous Mandate"). Pursuant to the Previous Mandate, the Company has undertaken a private placement exercise which has been completed on 10 March 2014 where 4,946,400 new ordinary shares of RM1/- have been issued. The proceeds raised from the said private placement exercise was RM5,094,792 /-. The details of utilisation of the proceeds from the said private placement exercise were as follow:-

Details of Utilisation	Status of Utilisation	Amount Allocated (RM)	Amount Utilised (RM)
Working Capital	Partially	2,394,792	756,246
Repayment of Bank Borrowings	Fully	2,600,000	2,600,000
Expenses in relation to Private Placement Exercise	Fully	100,000	89,368
TOTAL		5,094,792	3,445,614

The amount for working capital was mainly utilised to pay suppliers for the purchase of ceiling fans, cast iron products and gas stoves.
The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting. 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 purpose of funding future investment project(s), working capital and/or acquisitions.

3. Proposed Amendment to Articles of Association of the Company
The Proposed Amendment is to streamline the Articles of Association of the Company, to be aligned with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad in relation to electronic payment of cash distributions which took effect on 2 January 2013.

NOTES:-

1. 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 for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.
2. Mr. Ang Chin Joo who retires by rotation in accordance with Article 80 of the Company's Articles of Association, has expressed his intention not to seek for re-election. Hence, he will retain office until the close of the Nineteenth Annual General Meeting of the Company.
3. In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 June 2014 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
4. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead (subject always to a maximum of two (2) proxies at each meeting). Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
5. A proxy may but does not need to be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 need not be complied with. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
6. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
7. 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.
8. The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.