

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 38th Annual General Meeting of the Company will be held at the Multi-Purpose Hall, Ground Floor, Sapura @ Mines, No. 7, Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Wednesday, 18 June 2014 at 11.00 a.m. to transact the following businesses and to pass the following resolutions:

### AGENDA

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| 1. To receive the Audited Financial Statements together with the Directors' and Auditors' reports for the financial year ended 31 January 2014.  | <i>Please refer to Note 1</i>                           |
| 2. "THAT a final single tier dividend of 8 sen per ordinary share in respect of the financial year ended 31 January 2014 be approved for payment."   | <i>Ordinary Resolution 1</i>                            |
| 3. "THAT Dato' Shahriman bin Shamsuddin who will retire pursuant to Article 109 of the Articles of Association of the Company and being eligible and has offered himself for re-election, be re-elected as a Director."  | <i>Ordinary Resolution 2</i>                            |
| 4. "THAT Encik Wan Ahmad Sabri bin Wan Daud who will retire pursuant to Article 109 of the Articles of Association of the Company and being eligible and has offered himself for re-election, be re-elected as a Director."  | <i>Ordinary Resolution 3</i>                            |
| 5. "THAT Tan Sri Dato' Seri Ir. Shamsuddin bin Abdul Kadir, being eligible and has offered himself for re-appointment as a Director of the Company, be re-appointed as a Director pursuant to Section 129(6) of the Companies Act, 1965 until the conclusion of the next Annual General Meeting."  | <i>Special Resolution 1</i>                             |
| 6. "THAT Dato' Azlan bin Hashim, being eligible and has offered himself for re-appointment as a Director of the Company, be re-appointed as a Director pursuant to Section 129(6) of the Companies Act, 1965 until the conclusion of the next Annual General Meeting."   | <i>Special Resolution 2</i>                             |
| 7. "THAT Messrs Ernst & Young be re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to fix their remuneration."  | <i>Ordinary Resolution 4</i>                            |
| 8. <b>DIRECTORS' FEES</b><br>"THAT the Directors' fees for the financial year ended 31 January 2014 be approved."  | <i>Ordinary Resolution 5</i>                            |
| 9. <b>AUTHORITY FOR DIRECTORS TO ISSUE SHARES UNDER SECTION 132D OF THE COMPANIES ACT, 1965</b><br>"THAT subject to the provisions of the Company's Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Malaysia), the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time and upon such terms and conditions and for such purpose 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 total issued and paid-up share capital of the Company as at the date of such issuance and that the Directors be and are also empowered to obtain all necessary approvals from the relevant authorities for the issuance and the listing of and quotation for the additional shares so issued on Bursa Malaysia and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." | <i>Ordinary Resolution 6<br/>Please refer to Note 5</i> |

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS HEREBY GIVEN THAT** a final single tier dividend of 8 sen per ordinary share in respect of the financial year ended 31 January 2014, if approved by the shareholders at the 38th Annual General Meeting, will be payable on 23 July 2014 to Depositors registered in the Record of Depositors at the close of business on 3 July 2014.

A Depositor shall qualify for entitlement only in respect of:

- a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 3 July 2014 in respect of ordinary transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

### BY ORDER OF THE BOARD

**LIYANA LEE BINTI ABDULLAH (MIA 10293)**

Company Secretary

Bandar Baru Bangi, Selangor Darul Ehsan

27 May 2014

### NOTES:

#### 1. Audited Financial Statements

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association, formal approval by members is not required to be obtained. Hence, the matter will not be put forward for voting.

#### 2. Proxy Forms

A member whose name appears in the Record of Depositors of the Company as at 10 June 2014 shall be entitled to attend, speak and vote at this Meeting.

A member of the Company who is entitled to attend and vote at this Meeting is entitled to appoint not more than two (2) 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 a member may appoint any person to be his proxy without limitation as to the qualification of the proxy.

Where a member is an authorised nominee (as defined under the Securities Industry (Central Depositories) Act 1991), it 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 appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.

An instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporate member, shall be either under its Common Seal or signed by its attorney or an officer of the corporation duly authorised.

The instrument appointing a proxy must be deposited at the Registered Office of the Company at Lot 2 & 4, Jalan P/11, Seksyen 10, Kawasan Perindustrian Bangi, 43650 Bandar Baru Bangi, Selangor Darul Ehsan, not less than forty eight (48) hours before the time set for holding the Meeting or any adjournment thereof.

#### 3. Corporate Representative

As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend this Meeting pursuant to Sections 147(3) and (4) of the Companies Act, 1965. For this purpose and pursuant to Section 147(5) of the Companies Act, 1965, the corporate member shall provide a certificate under its common seal as prima facie evidence of appointment of the corporate representative. The corporate member may submit the certificate to the Registered Office of the Company prior to the commencement of this Meeting.

#### 4. Directors' Fees

The Directors' fees for the financial year ended 31 January 2014 amounted to RM265,000.

#### 5. Ordinary Resolution pursuant to Section 132D of the Companies Act, 1965

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 26 June 2013 which will lapse at the conclusion of the forthcoming 38th Annual General Meeting.

The proposed Ordinary Resolution 6, if passed, would, subject to the Main Market Listing Requirements of Bursa Malaysia, enable the Directors to issue up to a maximum of ten per centum (10%) of the total issued and paid-up share capital of the Company at the date of such issuance for such purpose as the Directors consider would be in the best interest of the Company.

The Company is seeking the approval from shareholders on the renewal of the above mandate for the purpose of possible fund raising exercise(s) including but not limited to the further placement of shares to fund future investments, acquisitions and/or meet working capital requirements.

### STATEMENT ACCOMPANYING NOTICE OF THE 38TH ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

1. The Directors retiring by rotation and standing for re-election pursuant to Article 109 of the Company's Articles of Association are:

- (i) Dato' Shahriman bin Shamsuddin
- (ii) Encik Wan Ahmad Sabri bin Wan Daud

2. The Directors retiring and standing for re-appointment in accordance with Section 129(6) of the Companies Act, 1965 are:

- (i) Tan Sri Dato' Seri Ir. Shamsuddin bin Abdul Kadir
- (ii) Dato' Azlan bin Hashim

Details of the above Directors who are standing for re-election and re-appointment are provided for in the "Directors' Profile" on pages 16 to 22 of the Annual Report 2014. Details of their interests in the securities of the Company are set out in the "Analysis of Shareholdings" on page 124 of the Annual Report 2014.