

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fourteenth Annual General Meeting of the Company will be held at Crystal 1, Level 1, Crystal Crown Hotel Kuala Lumpur, 3, Jalan Jambu Mawar, Off Jalan Kepong, 52000 Kuala Lumpur on Wednesday, 18 June 2014 at 10.00 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 Reports of the Directors and Auditors thereon.

**Please refer to Explanatory Note (a)**

2. To re-elect the following Directors who retire pursuant to Article 92 of the Company's Articles of Association:-

(i) Mr. Liew Fook Meng

**Resolution 1**

(ii) Mr. Liew Yoon Kee

**Resolution 2**

(iii) Mr. Soh Swee Hock @ Soh Say Hock

**Resolution 3**

3. To approve the payment of Directors' fees amounting to RM384,000 for the financial year ended 31 December 2013.

**Resolution 4**

4. To re-appoint Messrs. Wong Weng Foo & Co. as Auditors of the Company for the ensuing financial year, and to authorise the Directors to fix their remuneration.

**Resolution 5**

#### AS SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following ordinary resolutions: -

#### a. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"**THAT**, subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Companies Act, 1965 ("the Act"), the Company's Memorandum and Articles of Association, and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given to the Company and 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 2.2 of the Circular to Shareholders dated 27 May 2014 which are necessary for the day-to-day operations and carried out in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to minority shareholders of the Company.

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

(i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;

(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or

(iii) revoked or varied by resolution passed by the shareholders in a general meeting; whichever is earlier.

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

**Resolution 6**

#### b. Proposed Retention of Independent Non-Executive Directors

"**THAT** the following Directors, who have served the Board as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years be and are hereby retained as Independent Non-Executive Directors of the Company:-

(i) Dato' Azman Bin Mahmood

**Resolution 7**

(ii) Mr. Chow Kee Kan @ Chow Tuck Kwan"

**Resolution 8**

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

By Order of the Board

**NG HENG HOOI** (MAICSA 7048492)

**WONG MEE KIAT** (MAICSA 7058813)

**YAP FOO TENG** (MACS 00601)

Company Secretaries

Kuala Lumpur

Dated: 27 May 2014

#### Notes:-

(i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two proxies, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Act shall not apply.

(ii) 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 authorised nominee may appoint in respect of each Omnibus Account it holds.

(iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.

(iv) The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Lot 6.08, 6th Floor, Plaza First Nationwide, No. 161, Jalan Tun H.S. Lee, 50000 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.

#### Explanatory Notes

(a) The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 169(1) of the Act. Hence, this Agenda is not put forward for voting by shareholders of the Company.

(b) Resolution 6 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

The Proposed Resolution 6, if approved, will enable the Company and its subsidiaries to enter into recurrent transactions pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 27 May 2014, dispatched together with the Company's 2013 Annual Report.

(c) Resolutions 7 and 8 - Proposed Retention of Independent Non-Executive Directors

In line with the Malaysian Code on Corporate Governance 2012, the Nominating Committee (save for the interested Directors) has assessed the independence of Dato' Azman Bin Mahmood and Mr. Chow Kee Kan @ Chow Tuck Kwan, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years, and upon its recommendation, the Board of Directors has recommended both the Directors to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- They fulfill the criteria under the definition on independent director as stated in the Listing Requirements of Bursa Securities; and hence, they would be able to provide an element of objectivity, independent judgment and balance to the Board;
- Their experiences in the financial and other relevant sections enable them to provide the Board and Audit Committee with pertinent expertise, skills and competence; and
- They have been with the Company since 2004 and therefore understand the Company's business operations which enable them to contribute actively and effectively during deliberations or discussions at Audit Committee and Board meetings.

#### Members Entitled to Attend

For the purpose of determining a member who shall be entitled to attend this Fourteenth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 57(2) 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 12 June 2014. Only a depositor whose name appears on the Record of Depositors as at 12 June 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.