

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eighteenth Annual General Meeting of the Company will be held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lorong Utara C, Seksyen 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 18 June 2014 at 3.00pm for the following purposes:-

**AGENDA****AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 and the Reports of the Directors and the Auditors thereon. *(Please refer to Note 1.)*
- To approve the payment of Directors' fees for the financial year ended 31 December 2013. **(ORDINARY RESOLUTION 1)**
- To re-elect the following Directors retiring in accordance with the Company's Articles of Association:  
Datuk Ng Bee Ken Article 98 **(ORDINARY RESOLUTION 2)**  
Dato' Abdul Manap bin Abd Wahab Article 105 **(ORDINARY RESOLUTION 3)**
- To consider and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:-  
"THAT Mr. James Henry Stewart, retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting."  
**(ORDINARY RESOLUTION 4)**
- To re-appoint Messrs HLB Ler Lum as Auditors and to authorise the Board of Directors to fix their remuneration. **(ORDINARY RESOLUTION 5)**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Ordinary Resolutions:-

- ORDINARY RESOLUTION AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**  
"THAT, subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Act, to issue shares in the Company from time to time at such price 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 capital of the Company for the time being, and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation of the additional shares so issued."  
**(ORDINARY RESOLUTION 6)**
- RETENTION OF MR. JAMES HENRY STEWART AS INDEPENDENT DIRECTOR**  
"THAT subject to the passing of Ordinary Resolution 4, Mr. James Henry Stewart be retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance 2012."  
**(ORDINARY RESOLUTION 7)**

By Order of the Board

**LIM SECK WAH (MAICSA 0799845)**  
**KONG MEI KEE (MAICSA 7039391)**  
Company Secretaries

Dated this 27th day of May 2014  
Kuala Lumpur

**Notes:**

- The Agenda No. 1 is meant for discussion only as the Company's Articles of Association provides that the audited financial statements are to be laid in the general meeting and do not require a formal approval of shareholders. Hence, it is not put forward for voting.
- For the purpose of determining a member who shall be entitled to attend, speak and vote at the Annual General Meeting, the Company shall be requesting the 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, speak and vote on his/her stead.
- A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she 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 of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
- Where a member appoints two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney duly authorized.
- The Form of Proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Explanatory notes on Special Business
  - The proposed Ordinary Resolution 6 proposed in Agenda 6, if passed will give the Directors of the Company the flexibility to issue and allot new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.  
The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital.  
In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes. The renewed authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.  
No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 19 June 2013.
  - The proposed Ordinary Resolution 7 if passed, will allow the Director, Mr. James Henry Stewart who has served the Company for a cumulative period of more than 9 years, to continue to act as Independent Non-Executive Director of the Company. The Board supports the retention of Mr. James Henry Stewart as Independent Director for:-
    - He understands the business nature and office culture
    - He provides the Board valuable advice and insight
    - He actively participates in Board deliberations and decision making in an objective manner
    - He upholds independent decision and challenges the management objectively.