

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Second Annual General Meeting of the Company will be held at Banyan and Casuarina Room, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 28 May 2014 at 10.00 a.m. to transact the following business:-

**AGENDA**

1. To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2013. *(Please refer to Explanatory Note (i))*
2. To sanction the declaration of a single tier final dividend of 5 sen per share for the financial year ended 31 December 2013. **Resolution 1**
3. To approve the payment of Directors' fees of RM75,000.00 for the financial year ended 31 December 2013. **Resolution 2**
4. To re-elect the following Directors retire by rotation in accordance to Article 77 of the Company's Articles of Association and, being eligible, offered themselves for re-election:- **Resolution 3**
  - (a) Dato' Haji Mokhtar Bin Haji Samad **Resolution 4**
  - (b) Tang Ying See **Resolution 5**
5. To re-appoint Messrs. Folks DFK as Auditors of the Company and to authorise the Directors to fix their remuneration.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions with or without modifications:

6. **Ordinary Resolution** **Resolution 6**  
**AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

7. **Special Resolution** **Resolution 7**  
**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

THAT the following alterations, modifications, additions and/or deletions to the Company's Articles of Association be hereby approved ("Proposed Amendments"):-

No.	Existing Article	No.	Proposed Article
29	Subject to the provisions of the Act, the Depositories Act and the Rules of the Depository, the Register of Transfers and Record of Depositors may be closed at such time and for such period as the Directors may from time to time determine provided always that it shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix a books closing date and the reason for the same shall be published in a daily newspaper circulating Malaysia and shall also be given to the Exchange, such notice shall state the books closing date, which shall be <b>at least ten (10) market days</b> (or such other period as prescribed by the Exchange or any relevant governing laws and/or guidelines) after the date of announcement to the Exchange, and the address of share registry at which documents will be accepted for registration. At latest date which is reasonably practicable which shall in any event no less than three (3) market days prior notice shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors.	29	Subject to the provisions of the Act, the Depositories Act and the Rules of the Depository, the Register of Transfers and Record of Depositors may be closed at such time and for such period as the Directors may from time to time determine provided always that it shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix a books closing date and the reason for the same shall be published in a daily newspaper circulating Malaysia and shall also be given to the Exchange, such notice shall state the books closing date, which shall be <b>at least ten (10) market days</b> (or such other period as prescribed by the Exchange or any relevant governing laws and/or guidelines) after the date of announcement to the Exchange, and the address of share registry at which documents will be accepted for registration. At latest date which is reasonably practicable which shall in any event no less than three (3) market days prior notice shall be given to the Depository to enable the Depository to prepare the appropriate Record of Depositors.

AND THAT authority be and is hereby given to the Directors of the Company to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give effect to and implement the Proposed Amendments with full power to assent to any conditions, modifications, variations and alteration as may be imposed or permitted by the relevant authorities/parties.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

Notice is hereby given that the final dividend of 5 sen per share for the financial year ended 31 December 2013 under the single-tier system, if approved by the shareholders at the Twenty-Second Annual General Meeting, will be paid on 30 June 2014 to the shareholders whose names appear in the Record of Depositors on 30 May 2014.

FURTHER NOTICE IS HEREBY GIVEN that a Depositor shall qualify for the dividend entitlement only in respect of:

- (a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 30 May 2014 in respect of ordinary transfers; and
- (b) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

**WONG WAI FOONG (MAICSA 7001358)**  
**CHEN MOI KEW (MIA 6359)**  
**NG HARN SHIN (MIA 22427)**

Company Secretaries

Petaling Jaya  
 6 May 2014

**NOTES:**

1. For the purpose of determining a member who shall be entitled to attend this Twenty-Second Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 54(2) of the Company's Articles of Association and Section 34(l) of the Securities Industry (Central Depositories) Act 1991 of Malaysia to issue a General Meeting Record of Depositors as at 21 May 2014. Only a depositor whose name appears on the Record of Depositors as at 21 May 2014 shall be entitled to attend the said meeting and to speak or vote thereat.
2. A member entitled to attend and vote at this meeting is entitled to appoint a proxy / proxies to attend and vote instead of him. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holding(s) to be represented by each proxy.
4. Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
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. 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 seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Share Registrar of the Company, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

**Explanatory Notes on Ordinary and Special Businesses:-**

- (i) Item 1 of the Agenda  
 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 of the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.
- (ii) Ordinary Resolution 6 – Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965  
 Proposed Resolution 6 is a renewal of the Section 132D mandate obtained from the Shareholders of the Company at the previous Annual General Meeting and, if passed, will give the Directors of the Company, from the date of the above Meeting, authority to issue ordinary shares in the Company up to an amount not exceeding in total 10% of the nominal value of the issued and paid-up share capital (excluding treasury shares) of the Company for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for such other purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.  
 This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.  
 The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.
- (iii) Special Resolution 7 - Proposed Amendments to the Articles of Association of the Company  
 The Proposed Amendments is to align the Company's Articles of Association with the amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, as well as to enhance administrative efficiency.