



Notice of Thirteenth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of the Company will be held at East 'N' West Hall, Level 2, The Northam All Suite Hotel Penang, No. 55 Jalan Sultan Ahmad Shah, 10050 Penang on Monday, 23 June 2014 at 11.30 am for the following purposes:-

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the year ended 31 December 2013 and Reports of the Directors and Auditors thereon. Ordinary Resolution 1
- To re-elect Mr Ng Chin Nam who retire pursuant to Article 133 of the Company's Articles of Association. Ordinary Resolution 2
- To approve Directors' fees of RM86,189 for the year ended 31 December 2013. Ordinary Resolution 3
- To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise Directors to determine their remuneration. Ordinary Resolution 3

AS SPECIAL BUSINESS:

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

- AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES** Ordinary Resolution 4
"THAT pursuant to Section 132D of the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and subject to the approval of all the relevant government and/or regulatory authorities, the Board of Directors of the Company be and is hereby authorised to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."
- To transact any other business of which due notice shall have been given.

By Order of the Board

Ong Tze-En (MAICA 7026537)

Company Secretary
Penang, 30 May 2014

Notes :

Appointment of Proxy

- A Member may appoint two (2) proxies to attend on the same occasion. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not, apply to the Company. There shall be no restrictions as to the qualification of the proxy. If a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. Only one (1) of those proxies is entitled to vote on a show of hands.
- Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint up two (2) proxies 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 authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account its holds. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 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, the proxy form must be executed under its Common Seal or under the hand of its attorney.
- For the proxy to be valid, the proxy form duly completed must be deposited at the Company's Registered Office at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only a depositor whose name appear on the Record of Depositors ("ROD") as at 16 June 2014 (General Meeting Record of Depositors) shall be entitled to attend the meeting or appoint proxy to attend and/or vote in his/her behalf.

Explanatory Note on Special Business:

The proposed Ordinary Resolution 4, is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will give authority to the Board of Directors to issued and allot ordinary shares from the unissued capital of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

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 17 May 2013 and which will lapse at the conclusion of the Thirteenth AGM.

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.