

Notice of 12th Annual General Meeting

NOTICE is hereby given that the 12th annual general meeting will be held

Venue Sime Darby Convention Centre
1A, Jalan Bukit Kiara 1
60000 Kuala Lumpur

Day, date and time Wednesday, 25 June 2014 at 3.00 p.m.

AGENDA

Ordinary business

1. Laying of audited accounts

To receive and adopt the duly audited accounts consisting of the consolidated statement of comprehensive income, consolidated statement of financial position, the reports of the Directors and auditors for the financial year ended 31 December 2013, in compliance with Section 169(1) and Section 174(1) of the Companies Act, 1965 ("Act") respectively.

Resolution 1

2. Declaration of dividend

THAT the payment for a first and final single tier dividend of 3.75 sen per ordinary share in respect of the financial year ended 31.12.2013 be hereby approved.

Resolution 2

3. Election of director

THAT re-election of the Executive Director, Mr. Yong Shang Ming who retires in accordance with Article 80 of the Company's Articles of Association, be hereby approved.

Resolution 3

4. Election of director

THAT re-election of the Independent Non-Executive Director, Mr Kam Yong Kan who retires in accordance with Article 80 of the Company's Articles of Association, be hereby approved.

Resolution 4

5. Appointment of auditors

THAT the appointment of Messrs Baker Tilly Monteiro Heng, Chartered Accountants, as the auditors in accordance with Article 57 of the Company's Articles of Association and pursuant to Section 172(2) of the Act for the ensuing financial year ending 31 December 2014 be confirmed and that the directors be authorised to fix the remuneration of the auditors pursuant to Section 172(16)(a) of the Act, be hereby approved.

Resolution 5

Special business

6. Approval for payment of directors' fees

THAT the payment of RM198,000 as directors' fee for the year ended 31 December 2013 (2012 : RM180,000) in accordance with Article 88 of the Company's Articles of Association be hereby approved.

Resolution 6

Notice of 12th Annual General Meeting (Cont'd)

7. Authority for issue of shares pursuant to Section 132D of the Act

THAT pursuant to Section 132D of the Act and subject to the approval of all relevant authorities being obtained, the Directors be empowered to issue shares in the Company at any time and upon such terms and conditions and for such purposes 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 10% of the issued and paid up 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 be hereby approved.

Resolution 7

8. Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature and mandate for additional recurrent related party transactions of a revenue or trading nature

THAT the shareholders' mandate granted by the shareholders of the Company on 25 June 2013 pursuant to paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad, authorizing the Company and its subsidiaries (the "CBHB Group"), to enter into the Recurrent Related Party Transactions of a revenue or trading nature which are necessary for the CBHB Group's day-to-day operations as set out in paragraph 4.2 of the Circular to Shareholders dated 2 June 2014 ("Circular") with the related parties mentioned therein, be and is hereby renewed and **THAT** approval be and is hereby given to the Company to enter into additional Recurrent Related Party Transactions of a revenue or trading nature with the related parties mentioned therein, provided that:-

Resolution 8

- (i) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) the disclosure of the breakdown aggregate value of the transactions conducted during a financial year will be disclosed in the annual report for the said financial year based on the following information:-
 - i. the type of the Recurrent Related Party Transactions made;
 - ii. the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.

AND THAT the authority conferred by such renewed and granted mandate shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the Proposal is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed; and
- (ii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposal.

Notice of 12th Annual General Meeting (Cont'd)

9. Proposed renewal of share buy-back authority of up to ten percent (10%) of the issued and paid-up share capital

THAT subject to the Companies Act, 1965 (“the Act”), rules and regulations and orders made pursuant to the Act, provisions of the Company’s Memorandum and Articles of Association (“Articles”) and the requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares comprised in the Company’s issued and paid-up ordinary share capital, such purchases to be made through Bursa Securities subject further to the following:-

Resolution 9

- (i) the aggregate number of ordinary shares of RM1.00 each in CBHB (“CBHB Shares”) which may be purchased or held by the Company shall not exceed ten per cent (10%) of the issued and paid-up ordinary share capital of the Company (“Proposed Share Buy-Back”), subject to the restriction that the issued and paid-up ordinary share capital of CBHB does not fall below the minimum share capital requirements of the Listing Requirements of Bursa Securities (“Listing Requirements”) applicable to a company listed on the Main Board of Bursa Securities and that the listed issuer continues to maintain a shareholding spread that is in compliance with the requirements of the Listing Requirements after the share purchase;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the CBHB Shares under the Proposed Share Buy-Back shall not exceed the retained profits and/or share premium account of the Company for the time being which stood at RM22,422,964 and RM3,355,084/- respectively as at 31 December 2013 based on the latest audited financial statements of CBHB for the financial year ended 31 December 2013;
- (iii) the authority conferred by this resolution to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until;
 - i. the conclusion of the next annual general meeting (“AGM”) of the Company at which such resolution was passed at the which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
 - ii. the expiration of the period within the next AGM of the Company after that date is required by law to be held; or
 - iii. the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the CBHB Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and
- (iv) upon completion of the purchase(s) of the CBHB Shares by the Company, the Directors of the Company be and are hereby authorised to retain the CBHB Shares so purchased as treasury shares, which may be distributed as dividends to shareholders, cancel and/or resold on Bursa Securities, in the manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force,

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AND THAT the Directors of the Company be and hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of CBHB Shares.

10. Continuing in Office as Independent Non-Executive Directors

- 10.1 **THAT**, approval be and is hereby given to Mr. Keong Choon Keat who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company. **Resolution 10**
- 10.2 **THAT**, approval be and is hereby given to Encik Mohd. Khasan Bin Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company. **Resolution 11**
- 10.3 **THAT**, approval be and is hereby given to Mr. Kam Yong Kan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company. **Resolution 12**

NOTICE OF DIVIDEND ENTITLEMENT

Further NOTICE is hereby given that a first and final single tier dividend 3.75 sen per ordinary share in respect of the financial year ended 31 December 2013 if approved by shareholders, will be paid on 31 July 2014 to depositors registered in the Record of Depositors at the close of business on 4 July 2014.

A depositor shall qualify for entitlement only in respect of:

- (a) share transferred into the depositor's securities account before 4:00 noon on 4 July 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

Company Secretaries

Heng Chiang Poo FCIS (MAICSA 7009923)
Chiam Han Twee FCIS (MAICSA 7009910)

Dated : 2 June, 2014

Notice of 12th Annual General Meeting (Cont'd)

Notes :-

1. *A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote on in his stead. A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a) and Section 149(1)(b) of the Companies Act, 1965 shall not apply.*
2. *Shareholders' attention is hereby drawn to the Listing Requirements of the Bursa Malaysia Securities Berhad, which allows a member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, to 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.*
3. *Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
4. *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of a officer or attorney duly authorised.*
5. *The instrument appointing a proxy must be deposited at No. 14-2, Jalan 4A/27A, Section 2, Wangsa Maju, 53300 Kuala Lumpur not less than 48 hours before the time set for holding for the meeting or any adjournment thereof.*
6. *In respect to the deposited securities, only members whose name appear in the Record of Depositors on 19 June 2014 shall be eligible to attend the meeting or to appoint proxy to attend and/or vote on his behalf.*

Statement Accompanying Notice Of 12th Annual General Meeting

1. ORDINARY BUSINESS – RESOLUTION 2

The Directors now recommend a first and final single tier dividend of 3.75 sen (RM0.0375) per each ordinary share held in respect of the financial year ended 31 December 2013.

2. ORDINARY BUSINESS – RESOLUTION 3 & 4

The particulars of the retiring Directors who are standing for re-election are set out in the relevant pages of the Annual Report as follows :-

Name of Directors	Directors' Profile	Directors' Shareholdings
Yong Shang Ming	Page 13	Page 42, 43 & 142
Kam Yong Kan	Page 14	Page 42, 43 & 142

Details of Directors' attendance at Board Meetings are set out in the Statement on Corporate Governance on Page 25 of the Annual Report.

3. SPECIAL BUSINESS – RESOLUTION 6

This authorisation by the general meeting would enable the payment of directors' remuneration in accordance with Article 88 of the Company's Articles of Association as follows:-

Article 88 Directors' Remuneration

The Directors shall be paid by way of remuneration for their services such fixed sums (if any) as shall from time to time be determined by the company in general meeting, and such remuneration shall be divided among the Directors in such proportion and manner as the Directors may determine. Provided always that:-

- (a) fees payable to Directors who hold no executive office in the company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;
- (b) salaries payable to Directors who do hold an executive office in the Company may not include a commission on or percentage of turnover;
- (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;
- (d) any fee paid to an Alternate Director shall be such as agreed between himself and the Director nominating him shall be paid out of the remuneration of the latter.

4. SPECIAL BUSINESS – RESOLUTION 7

The Company had during its 11th Annual General Meeting held on 25 June 2013, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965. The Company did not issue any shares pursuant to the said mandate.

This Proposed Resolution No. 7 which is an Ordinary Resolution, if passed, will grant a renewed general mandate which will provide flexibility for the Company and will empower the Directors to allot and issue new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the purpose of funding current and/or future investment projects, working capital, and/or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will be valid until the conclusion of the next annual general meeting.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company shall make an announcement in respect thereof.

Statement Accompanying Notice of 12th Annual General Meeting (Cont'd)

5. SPECIAL BUSINESS – RESOLUTION 8

The Proposed Shareholders' Mandate, if approved by the shareholders of the Company, and the renewal thereof on an annual basis, will eliminate the need by the Company to announce and/or convene separate general meetings from time to time to seek shareholders' approval for the Group to enter into the Recurrent Related Party Transactions with Farima Sdn Bhd. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without however compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group. Further information can be obtained in Part A of the accompanying circular dated 2 June 2014.

6. SPECIAL BUSINESS – RESOLUTION 9

The Proposed Share buy-back of up to ten percent (10%) of the issued and paid-up share capital, if approved by the shareholders of the Company, will enable the Company to make purchases of ordinary shares comprised in the Company's issued and paid-up ordinary share capital. Further information can be obtained in Part B of the accompanying circular dated 2 June 2014.

7. SPECIAL BUSINESS – RESOLUTION 10, 11 & 12

Pursuant to the Malaysian Code on Corporate Governance 2012, the Board of Directors has assessed the Independence of Mr. Keong Choon Keat, Encik Mohd Khasan Bin Ahmad and Mr. Kam Yong Kan who each has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- (i) each of them fulfills the criteria of an Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) each of them is familiar with the Company's business operations as each has been with the Company for more than 9 years;
- (iii) each of them has devoted sufficient time and attention to his responsibilities as an Independent Non-Executive Director of the Company; and
- (iv) each of them has exercised due care during his tenure as an Independent Director of the Company and carried out his duty in the interest of the Company and shareholders.

The proposed Resolutions 10, 11 and 12, if passed, will enable Mr. Keong Choon Keat, Encik Mohd Khasan Bin Ahmad and Mr. Kam Yong Kan to continue in office as Independent Non-Executive Directors.