



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 17th Annual General Meeting ("AGM") of the Company will be held at Merbah Room, Hotel Equatorial, No. 1, Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on **25 June 2014** at 11.00 a.m. for the following purposes: -

ORDINARY BUSINESS

- To receive the Directors' Report and Audited Financial Statements for the year ended 31 December 2013. Please refer to Note 1.
- To approve the payment of the final single tier dividend of 7.5% per ordinary share in respect of the financial year ended 31 December 2013. **(Resolution 1)**
- To re-elect the following Directors who retired in accordance with Article 82 of the Company's Articles of Association, and being eligible have offered themselves for re-election: - **(Resolution 2)**
(i) Mr. Ewe Eng Kah **(Resolution 3)**
(ii) Mr. Ewe Wee Ting
- To re-elect Ms Ewe Kim Siang who retires as Director pursuant to Section 129(2) of the Companies Act 1965 ("the Act"). **(Resolution 4)**
- To approve the Directors' Fees of RM72,000 for the financial year ended 31 December 2013. **(Resolution 5)**
- To re-appoint Messrs Grant Thornton as Auditors to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

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

- Authority to issue shares and allot share pursuant to Section 132D of the Companies Act 1965 ("the Act")**
THAT, subject always to the Act, the Articles of Association of the Company and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to issue and allot shares in the capital of the Company, at any time 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 the shares issued pursuant to this resolution does not exceed ten (10) per centum of the issued share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next AGM of the Company. **(Resolution 7)**
- Proposed Renewal of Share Buy-Back Authority**
THAT, subject always to the Act, the Memorandum and Articles of Association of the Company, Bursa Securities' Main Market Listing Requirements and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised to utilise an amount not exceeding the Company's aggregate retained profits and/or share premium account, to purchase such number of ordinary shares of the Company provided the ordinary shares so purchased shall [in aggregate with the treasury shares as defined under Section 67A of the Act ("Treasury Shares") then still held by the Company] not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next AGM of the Company unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting AND THAT the Directors may cancel the ordinary shares so purchased or to retain same as Treasury Shares and may distribute the Treasury Shares as share dividend or may resell same in a manner they deem fit and expedient as prescribed by the Act and the applicable regulations and guidelines of Bursa Securities and any other relevant authorities for the time being in force AND THAT authority be and is hereby given to the Directors to take such steps to implement, finalise and to give effect to the aforesaid transactions with full power to assent to any conditions modifications variations and amendments as may be imposed by the relevant authorities and to do all such acts and things and upon such terms and conditions as the Directors may in their discretion deem fit and expedient in the best interest of the Company in accordance with the Act, regulations and guidelines. **(Resolution 8)**
- Continuing in office as Independent Non-Executive Directors**
To retain the following Directors of the Company, who have served for more than nine (9) years as Independent Non-Executive Directors of the Company, pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012: - **(Resolution 9)**
(i) Mr. Ong Kim Nam **(Resolution 10)**
(ii) En Ahmad Badry Bin Azahari
- To transact any other ordinary business for which due notice has been given.

Further notice is also hereby given that for purpose of determining a member who shall be entitled to attend this 17th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 18 June 2014. Only a depositor whose name appears on the Record of Depositors as at 18 June 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the shareholders' approval for the payment of single-tier Final Dividend of 7.5% per ordinary share in respect of the financial year ended 31 December 2013 ("Dividend"), under Resolution 1 at the 17th AGM of the Company, the Dividend will be paid on 12 August 2014. The entitlement date for the Dividend shall be 18 July 2014.

Shareholders of the Company will only be entitled to the Dividend in respect of:-

- securities transferred into the Depositor's Securities Account before 5.00 p.m. on 18 July 2014 for transfers; and
- securities bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

Ch'ng Lay Hoon
MAICSA 0818580
Company Secretary

Penang

2 June 2014

NOTES:

1. Audited Financial Statements

This agenda item is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of the members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Form of Proxy

- A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend and vote in his place. A proxy may but need not be a member and the provision of Section 149(1)(b) of the Act shall not apply to the Company.
- Where a member appoints more than one (1) proxy [but not more than two (2)], the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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 its common seal or under the hand of its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorized nominee 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 authorized nominee may appoint in respect of each omnibus account it holds.
- All forms of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.

3. Explanatory Note On Special Business

i) Authority to Issue Shares (Resolution 7)

The proposed resolution is in relation to authority to allot shares pursuant to Section 132D of the Act, and if passed, will give a renewed mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company ("General Mandate"). This General Mandate, unless revoked or varied at a general meeting of the Company, will expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held 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 of the Company at the 16th AGM held on 24 June 2013 and which will lapse at the conclusion of the 17th AGM.

At this juncture, there is no decision to issue new shares. However, should the need arise to issue new shares the General Mandate would avoid any delay and costs in convening a general meeting of the Company to specifically approve such issue of share. If there should be a decision to issue new shares after the General Mandate is obtained, the Company would make an announcement in respect of the purpose and utilization of the proceeds arising from such issue.

ii) Proposed Renewal of Share Buy-Back (Resolution 8)

The proposed resolution, if passed, will provide the mandate for the Company to buy back its own shares up to a limit of 10% of the total issued and paid-up share capital of the Company. The explanatory notes on Resolution 8 are set out in Statement dated 2 June 2014 accompanying the Annual Report.

iii) Continuing in office as Independent Non-Executive Directors (Resolution 9 & 10)

The Board of Directors via the Nominating Committee assessed the independence of Mr. Ong Kim Nam and En Ahmad Badry Bin Azahari, who has served on the Board as Independent Non-Executive Directors of the Company for a cumulative of more than nine (9) years and the Board has recommended that the approval of the shareholders be sought to re-appoint Mr. Ong Kim Nam and En Ahmad Badry Bin Azahari, based on the following justifications: -

- They have met the criteria the independence guidelines set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and therefore able to give independent opinion to the Board;
- Being directors for more than nine (9) years have enabled them to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess tremendous knowledge of the Company's operations;
- They have the caliber, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- They have contributed sufficient time and exercised due care during their tenure as Independent Non-Executive Directors and carried out their fiduciary duties in the interest of the Company and minority shareholders.