

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 17th Annual General Meeting of the Company will be held at Taming Sari 3, Ground Floor, The Royale Chulan Kuala Lumpur, 5, Jalan Conlay, 50450 Kuala Lumpur on Thursday, 26 June 2014 at 10.00 am for the following purposes:-

**AGENDA****Ordinary Business**

- To receive the Audited Financial Statements of the Company for the year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. Please refer to Note A
- To approve the payment of Directors' fees for the year ended 31 December 2013. Resolution 1
- To re-elect the following Directors retiring in accordance with Article 80 of the Company's Articles of Association:
  - Raja Dato' Seri Aman Bin Raja Haji Ahmad Resolution 2
  - Tan Sri Dato' Lau Yin Pin @ Lau Yen Beng Resolution 3
  - Dato' W Zulkifli Bin Haji W Muda Resolution 4
- To re-elect Dato' Wan Ahmad Farid Bin Haji Wan Salleh who retires in accordance with Article 87 of the Company's Articles of Association. Resolution 5
- To appoint Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 6

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, as set out on page 165 of the Annual Report, has been received by the Company for the nomination of Messrs Deloitte for appointment as Auditors and of the intention to propose the following ordinary resolution:-

"THAT, Messrs Deloitte be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs KPMG, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration."

**Special Business**

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

**Ordinary Resolutions**

- Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965**

"THAT, subject to the Companies Act, 1965, the Articles of Association of the Company and the approval from the relevant authorities, where such approval is necessary, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued." Resolution 7
- Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature**

"THAT, subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia, approval be and is hereby given to the Company, its subsidiaries or any of them to enter into any of the transactions falling within the types of the Recurrent Related Party Transactions, particularly of which are set out in the Circular to Shareholders dated 4 June 2014 with the Related Parties as described in the said Circular, provided that such transactions are of revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders and that such transactions are made on the arm's length basis and on normal commercial terms. Resolution 8

AND THAT such approval shall continue to be in force until:

  - the conclusion of the next Annual General Meeting ("AGM") of the Company (being the 18th AGM of the Company), at which time the said authority will lapse, unless by a resolution passed at a general meeting whereby the authority is renewed;
  - the expiration of the period within which the next AGM of the Company (being the 18th AGM of the Company) is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earliest,

AND THAT the Directors of the Company be authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

**8. Authority to Continue in Office as Independent Non-Executive Director**

"THAT authority be and is hereby given to the following Directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Directors of the Company":

- Raja Dato' Seri Aman Bin Raja Haji Ahmad Resolution 9
- Datuk (Prof.) A. Rahman @ Omar Bin Abdullah Resolution 10
- Dato' Haji Ismail @ Mansor Bin Said Resolution 11

**By Order of the Board**

Haji Bahari Bin Johari (LS 0008773)

Seuhailey Binti Shamsudin (MAICSA 7046575)

Wong Maw Chuan (MLA 7413)

Company Secretaries

Kuala Lumpur

4 June 2014

**Notes:**

- 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 and hence, is not put forward for voting.
- A member of the Company shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where the member appoints two (2) proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his/her holdings to be presented by each proxy. 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.
- 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") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be completed, signed and deposited at the office of the Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, not less than forty-eight (48) hours before the time set for the meeting or at any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors as at 20 June 2014 shall be eligible to attend, speak and vote at the 17th Annual General Meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

**Explanatory Notes on Special Business:**

- Resolution 7 - Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965

The ordinary resolution proposed under item 6, if passed will give powers to the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors would consider in the best interest of the Company. The approval is sought to avoid any delay and cost involved in convening a general meeting for such issuance of shares. This authority, unless revoked or varied at a general meeting will expire at the next Annual General Meeting of the Company.

The general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares for the purpose of repayment of bank borrowings, funding future investment and working capital.

- Resolution 8 - Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The ordinary resolution proposed under item 7, if passed will enable the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

- Resolutions 9 to 11 - Authority to Continue in Office as Independent Non-Executive Director

In line with the Malaysian Code on Corporate Governance 2012, the Board of Directors has assessed the independence of Raja Dato' Seri Aman Bin Raja Haji Ahmad, Datuk (Prof.) A. Rahman @ Omar Bin Abdullah and Dato' Haji Ismail @ Mansor Bin Said, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and the Board has recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- Raja Dato' Seri Aman Bin Raja Haji Ahmad, Datuk (Prof.) A. Rahman @ Omar Bin Abdullah and Dato' Haji Ismail @ Mansor Bin Said have fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia, and hence, they would be able to provide an element of objectivity, independent judgement and balance to the Board;
- Their length of services on the Board of more than nine (9) years does not in any way interfere with their exercise of objective judgement or their ability to act in the best interests of the Company and Group. In fact, Raja Dato' Seri Aman Bin Raja Haji Ahmad, Datuk (Prof.) A. Rahman @ Omar Bin Abdullah and Dato' Haji Ismail @ Mansor Bin Said, having been with the Company for more than nine (9) years, are familiar with the Group's business operations and have devoted sufficient time and commitment to their role and responsibilities as an Independent Director for informed and balance decision making; and
- They have exercised due care during their tenures as Independent Director of the Company and have discharged their duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the interest of the Company and its shareholders.