



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty-Ninth Annual General Meeting of the Company will be held at The Hwa Tai Grand Conference Room, Ground Floor, No. 12, Jalan Jorak, Kawasan Perindustrian Tongkang Pecah, 83010 Batu Pahat, Johor Darul Takzim, Malaysia on Saturday, 28 June 2014 at 11.30 a.m.

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Directors' and Auditors' Reports thereon.
2. To approve payment of Directors' fee for the financial year ended 31 December 2013.
3. To re-appoint the Director, YBhg. Col. (Rtd.) Dato' Ir. Cheng Wah, who retires in accordance with Section 129(6) of the Companies Act, 1965.
4. To re-elect the following Directors who retire in accordance with the Company's Articles of Association:-

Mr. Soo Thien Ming @ Soo Thien See
En. Mohamed Razif Bin Tan Sri Abdul Aziz
Mr. Soo Wei Chian
5. To appoint Auditors and authorise the Directors to fix their remuneration.
6. To transact any other business appropriate to an Annual General Meeting, for which due notice shall have been given in accordance with the Company's Articles of Association and/or the Companies Act, 1965.
7. As SPECIAL BUSINESS, to consider and, if thought fit, pass the following resolutions:-

ORDINARY RESOLUTIONS – RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

- a) "That authority be and is hereby given to YBhg. Col. (Rtd.) Dato' Ir. Cheng Wah, who will soon serve a cumulative term of nine (9) years as an Independent Non-Executive Director of the Company, to continue to act as an Independent Non-Executive Director of the Company."
- b) "That authority be and is hereby given to En. Mohamed Razif Bin Tan Sri Abdul Aziz, who will soon serve a cumulative term of nine (9) years as an Independent Non-Executive Director of the Company, to continue to act as an Independent Non-Executive Director of the Company."
- c) "That authority be and is hereby given to Mr. Soo Wei Chian, who will soon serve a cumulative term of nine (9) years as an Independent Non-Executive Director of the Company, to continue to act as an Independent Non-Executive Director of the Company."

ORDINARY RESOLUTION - AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"That, subject to the Companies Act, 1965 and the Articles of Association of the Company and approvals from the Securities Commission and Bursa Malaysia Securities Berhad and other relevant governmental or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the capital of the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share 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 of the Company."

By Order of the Board
JESSICA CHIN TENG LI (MAICSA 7003181)
Company Secretary

Johor Darul Takzim, Malaysia
5 June 2014

*Notice of Annual General Meeting (cont'd)***NOTES:****Entitlement to Attend and Proxy**

A member entitled to attend and vote at the Meeting is entitled to appoint at least 1 proxy to attend and vote instead of him/her. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 12, Jalan Jorak, Kawasan Perindustrian Tongkang Pecah, 83010 Batu Pahat, Johor Darul Takzim, Malaysia, not less than 48 hours before the time appointed for holding the Meeting.

For the purpose of determining a member who shall be entitled to attend the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 49(B) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a Record of Depositors as at 20 June 2014. Only a depositor whose name appears on the Record of Depositors as at 20 June 2014 shall be entitled to attend the Meeting or appoint proxies to attend and vote on his/her behalf.

Audited Financial Statements

Item 1 of the Agenda is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 requires the Directors to only lay before the Company at its annual general meeting its annual financial statements and thus, does not require a formal approval of the Shareholders for the audited financial statement. Hence, this item of the Agenda is not put forward for voting.

Directors' Fee

The details of the proposed Directors' Fee for the financial year ended 31 December 2013 are set out in Note 16(a) of the Audited Financial Statements for the financial year ended 31 December 2013.

Auditors

The Auditors, Messrs. Baker Tilly Monteiro Heng, have expressed their willingness to continue in office.

Ordinary Resolutions – Retention of Independent Non-Executive Directors

Pursuant to the Malaysian Code on Corporate Governance 2012, the tenure of an independent director should not exceed a cumulative term of nine (9) years unless approval is sought from the Shareholders in a general meeting to retain the said director as an independent director.

YBhg. Col. (Rtd.) Dato' Ir. Cheng Wah (Appointed on 1 August 2005), En. Mohamed Razif Bin Tan Sri Abdul Aziz (Appointed on 20 March 2006) and Mr. Soo Wei Chian (Appointed on 1 August 2005) will soon each serve a cumulative term of nine (9) years as an Independent Non-Executive Director of the Company.

The Nomination Committee had assessed the independence of YBhg. Col. (Rtd.) Dato' Ir. Cheng Wah, En. Mohamed Razif Bin Tan Sri Abdul Aziz and Mr. Soo Wei Chian, and the Board had recommended to retain them 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 and is able to bring independent and objective judgement to the Board;
- ii. Each of them is familiar with the business operations of the Company as each one has been with the Company for almost nine (9) years;
- iii. Each of them has devoted sufficient time and attention to each responsibilities as an Independent Non-Executive Director of the Company for an informed and balance decision making; and
- iv. Each of them has exercised due care and diligence during each one's tenure as an Independent Non-Executive Director of the Company and has carried out each duty in the interest of the Company.

The proposed Ordinary Resolutions on Retention of Independent Non-Executive Directors, if passed, will enable YBhg. Col. (Rtd.) Dato' Ir. Cheng Wah, En. Mohamed Razif Bin Tan Sri Abdul Aziz and Mr. Soo Wei Chian, to be retained as Independent Non-Executive Directors of the Company.



Notice of Annual General Meeting (cont'd)

Ordinary Resolution – Authority to the Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution on Authority to the Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965, if passed, will give a renewed mandate to the Directors of the Company with full power to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would enable the Directors to take swift action in case of a need for any possible fund raising corporate exercise or in the event of business opportunities arise which involve the issuance of new shares, thus avoiding any delay and cost involved in convening a general meeting to specifically approve such an issue of shares. This renewed mandate, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares of the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 22 June 2013, which mandate will lapse at the conclusion of the forthcoming Annual General Meeting.

Statement Accompanying Notice Of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

No individual other than the retiring Directors is seeking appointment / election as a Director at the forthcoming Thirty-Ninth Annual General Meeting of the Company. The details of the retiring Directors standing for re-appointment / re-election are set out in the Directors' Profile appearing on pages 6 to 7 of this Annual Report. An assessment on all the retiring Directors had been conducted by the Nomination Committee.