

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Thirty-Sixth Annual General Meeting of the Company will be convened and held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 25 July 2014 at 11.30 a.m. for the following purposes:-

**AGENDA****As Ordinary Business**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2014 together with the Directors' and Auditors' Reports thereon. **Note 6**
2. To re-elect Hiroshi Kume who retire pursuant to Article 86 of the Articles of Association of the Company. **Resolution 1**
3. To re-elect Yusuf Bin Jamil who retire pursuant to Article 86 of the Articles of Association of the Company. **Resolution 2**
4. To re-elect Dato' Wee Hoe Soon @ Gooi Hoe Soon who retire pursuant to Article 93 of the Articles of Association of the Company. **Resolution 3**
5. To approve the payment of Directors' Fee of RM646,667.00 for the financial year ended 31 March 2014. **Resolution 4**
6. To approve the payment of a final single tier dividend of 20.00 sen per ordinary share of RM1.00 each for the financial year ended 31 March 2014. **Resolution 5**
7. To re-appoint the Auditors, Messrs KPMG and to authorise the Directors to fix their remuneration. **Resolution 6**

**As Special Business**

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

8. Proposed Renewal of Shareholders' Mandate for Perusahaan Sadur Timah Malaysia (Perstima) Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

"THAT, pursuant to Paragraph 10.09 Part E of Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and its subsidiaries ("Perstima Group") be and are hereby authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out in Paragraph 3.2 of the Circular to Shareholders dated 3 July 2014 with the related parties mentioned therein which are necessary for the Perstima Group's day-to-day operations, subject further to the following:-

- (i) the transactions are in the ordinary course of business on normal commercial terms and on 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) disclosure of the aggregate value of the transactions of the Proposed Shareholders' Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year,

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

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by the Company in a general meeting, whichever is 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 Proposed Shareholders' Mandate."

9. Retention of Independent Director

THAT subject to the passing of Ordinary Resolution 2, Yusuf Bin Jamil be retained as an Independent Non-Executive Director in accordance with Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting.

**Resolution 7****Resolution 8****NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Thirty-Sixth Annual General Meeting, a final single tier dividend of 20.00 sen per ordinary share of RM1.00 each, in respect of the financial year ended 31 March 2014 will be paid to shareholders on 18 August 2014. The entitlement date for the said dividend shall be on 7 August 2014.

A depositor shall qualify for entitlement to the dividend only in respect of:

- a) Shares deposited into the depositor's securities account before 12.30 p.m. on 5 August 2014 (in respect of shares which are exempted from mandatory deposit).
- b) Shares transferred to the depositor's securities account before 4.00 p.m. on 7 August 2014 in respect of transfers.
- c) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD**

TAI YIT CHAN (MAICSA 7009143)

CHAN SU SAN (MAICSA 6000622)

Company Secretaries

3 July 2014

**NOTES:**

- 1) A member shall be entitled to appoint a 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.
- 2) Where the member appoints more than one (1) proxy, the appointment shall be invalid. If the appointor is a Corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- 3) 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.  
An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 4) The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at Suite 17.4B-17.5, Level 17, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- 5) For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 18 July 2014 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
- 6) The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders of the Company.

**7) EXPLANATORY NOTES ON SPECIAL BUSINESS****(i) Resolution 7 - Proposed Shareholders' Mandate**

For further information on Resolution 7, please refer to the Circular to Shareholders dated 3 July 2014 accompanying the Company's Annual Report for the financial year ended 31 March 2014.

**(ii) Resolution 8 - Retention of Yusuf Bin Jamil as Independent Director**

Yusuf Bin Jamil ("Encik Yusuf") was appointed as an Independent Director on 21 February 2000. He has served the Company for 14 years as at the date of the notice of 36th AGM. Encik Yusuf has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board, therefore, considers Encik Yusuf to be independent and recommends Encik Yusuf to remain as an Independent Director.