

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Fifth Annual General Meeting of the Company will be held at The Melia Hotel Kuala Lumpur, Alhambra Ballroom, Level M1, No. 16, Jalan Imbi, 55100 Kuala Lumpur on Wednesday, 13 August, 2014 at 2.30 p.m. for the following businesses:

**Agenda**

1. To lay the Statutory Financial Statements for the financial year ended 31 March 2014 together with the Reports of the Directors and Auditors. **Refer to Note A**

**Ordinary Business**

2. To sanction the declaration of a single-tier final dividend of 7.5 sen per share for the financial year ended 31 March 2014. *Resolution 1*
3. To approve the payment of Non-Executive Directors' fees of RM290,000 for the financial year ended 31 March 2014. *Resolution 2*
4. To re-elect the following Directors retiring pursuant to Article 112 of the Company's Articles of Association:
- (i) Mr. Teoh Hock Chai @ Tew Hock Chai *Resolution 3*
- (ii) Mr. Lim Keng Chin *Resolution 4*
- (iii) Mr. Teoh Seng Kar *Resolution 5*
5. To re-appoint Messrs. BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. *Resolution 6*

**As Special Business**

6. To consider and if thought fit, pass the following Ordinary Resolution: *Resolution 7*
- PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("PROPOSED SHARE BUY-BACK")**

"THAT, subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits and share premium account of the Company based on the latest audited financial statement and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividend.

AND THAT the authority conferred by this resolution will commence immediately and will, subject to renewal thereat, and shall continue to be in force until:

- (a) at the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting at which such resolution was passed at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next Annual General Meeting after the date is required by law to be held; or
- (c) revoked or varied by a resolution of the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter including without limitation, the cancellation and/or retention and/or distribution and/or selling of all or any part of the purchased shares in accordance with the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company and the requirements and/or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/or regulatory authorities."

7. To transact any other business of which due notice shall have been given.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN** that the single-tier final dividend of 7.5 sen per share for the financial year ended 31 March 2014 under Resolution 1 if approved by the shareholders at the Annual General Meeting will be paid on 23 September 2014 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 10 September 2014.

Shareholders of the Company shall qualify for entitlement to the Dividend in respect of:

- a) Securities transferred into their securities account before 4.00 p.m. on 10 September 2014 for transfers; and
- b) Securities 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

**LOKE WENG FOOK** (MIA 6573)  
Company Secretary

Kuala Lumpur  
22 July 2014

Note A: 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.

**Statement accompanying the notice of Annual General Meeting**

Details of the Directors standing for re-election are set out in the Profile of Directors of the Annual Report.

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors as at 06 August 2014 ("General Meeting Record of Depositors") shall be eligible to attend the meeting.*
2. *A member entitled to attend and vote at the meeting is entitled to appoint only one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal or the hand of its attorney. The provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
3. *Where a member of the company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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.*
4. *Where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.*
5. *All forms of proxy should be deposited at the Company's Registrar Office at **Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur**, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. (Last day of lodgement of proxy forms is on Monday, 11 August 2014 before 2.30 p.m.)*