



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of the Company will be convened and held at Perdana Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Tuesday, 28 October 2014 at 10.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 April 2014 together with the Directors' and Auditors' Reports thereon. **Please refer to Note 1 of the Explanatory Notes**
2. To approve the Directors' Fees for the financial year ended 30 April 2014 and the payment thereof. **Ordinary Resolution 1**
3. To re-elect the following Directors who are retiring under Article 93.1 of the Articles of Association of the Company:-
 - (i) Mr Koh Hong Muan @ Koh Gak Siong **Ordinary Resolution 2**
 - (ii) Mr Koh Chie Joo **Ordinary Resolution 3**Datuk Ng Peng Hong @ Ng Peng Hay who retires in accordance with Article 93.1 of the Company's Articles of Association has expressed his intention not to seek re-election. Hence, he will retain office until the conclusion of the Eighteenth Annual General Meeting.
4. To re-appoint Messrs Ong & Wong as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

As Special Business

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

5. **Re-appointment of Director over Seventy (70) years of age**
"THAT Mr Tan Kwe Hee, who retires pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 5**
6. **Proposed Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares**
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting ("AGM") 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 ten per centum (10%) of the issued share capital of the Company (excluding treasury shares) for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue." **Ordinary Resolution 6**

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)

CHAN YOKE PENG (MAICSA 7053966)

Secretaries

Selangor Darul Ehsan

Date: 3 October 2014

NOTES

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
2. A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee which holds 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of the attorney.
5. 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, must be deposited at the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 16 October 2014 (General Meeting Record of Depositors) shall be eligible to attend, speak and/or vote at the meeting or appoint proxy(ies) to attend, speak and/or vote on his behalf.

EXPLANATORY NOTES

1. To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. To re-appoint the Director over Seventy (70) years of age

This proposed resolution is in accordance with Section 129(6) of the Companies Act, 1965 and if passed, Mr Tan Kwe Hee, who is over seventy (70) years of age, will be re-appointed as Director of the Company and will hold office until the conclusion of the next Annual General Meeting.

3. Proposed Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

The Company had, during its Seventeenth AGM held on 30 October 2013, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 6 proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company (excluding treasury shares) for purpose of funding the working capital and future investment of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.