



**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be held at Ujong Pandang Room, Staffield Country Resort, Batu 13, Jalan Seremban-Kuala Lumpur (Country Road), 71700 Mantin, Negeri Sembilan Darul Khusus on Thursday, 30 October 2014 at 10.00 a.m. for the following purposes:-

**AGENDA**

1. To receive and adopt the Audited Financial Statements for the year ended 30 April 2014 and the Reports of the Directors and Auditors thereon. [Please refer to Explanatory Note 5(a)]
2. To declare a first and final tax exempt dividend of 2.00 sen per share in respect of the financial year ended 30 April 2014. **(Resolution 1)**
3. To consider and if thought fit, pass the following as an Ordinary Resolution:- **(Resolution 2)**  
 "That the increase in the payment of Directors' Fees to RM282,500.00 (2013: RM240,000.00) for the financial year ended 30 April 2014 be and is hereby approved."
4. To re-elect the following Directors who retire in accordance with Articles 75 and 77 of the Company's Articles of Association:-
  - Datuk Leow Chong Howa **(Resolution 3)**
  - Ms Leow Sok Hoon **(Resolution 4)**
  - Dato' Dr Mohd Husni Bin Ahmad **(Resolution 5)**
5. To re-appoint Messrs Crowe Horwath as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. As SPECIAL BUSINESS, to consider, and if thought fit, pass the following as Ordinary Resolutions :-
  - (i) To consider and if thought fit, pass the following resolution in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.  
 "THAT Mr Neoh Lay Keong who has served the Board as the Independent Non-Executive Director of the Company for a term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director of the Company." **(Resolution 7)**
  - (ii) Authority to issue shares not exceeding ten (10) per centum of the Issued Capital of the Company.  
 "THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental/regulatory authorities (if any shall be required), the Directors be and are hereby empowered to issue shares (other than bonus or rights issue) in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the resolution in any one financial year of the Company (other than by way of bonus or rights issue) does not exceed ten (10) per centum of the issued capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad ("Bursa Malaysia") for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company." **(Resolution 8)**
  - (iii) Proposed renewal of authority for share buy-back.  
 "THAT, subject to compliance with Section 67A of the Companies Act, 1965 (as may be amended, modified or re-enacted from time to time) and any prevailing laws, rules, regulations, orders, guidelines and requirements by any relevant authority, approval be and is hereby given to the Company to, from time to time, purchase through Bursa Malaysia such number of ordinary shares in the Company ("Shares") and/or retain such Shares so purchased as treasury shares ("Treasury Shares") as may be determined by the Directors of the Company upon such terms and conditions as the Directors may deem fit and expedient in the best interests of the Company provided that the aggregate number of Shares purchased and/or retained as Treasury Shares shall not exceed ten percent (10%) of the issued and paid-up share capital of the Company at the time of purchase ("Proposed Share Buy-Back");  
**AND THAT** the maximum amount of funds to be utilized for the purpose of the Proposed Share Buy-Back shall not exceed the Company's aggregate retained profits and share premium account;  
**AND THAT** upon the purchase by the Company of its own Shares, the Directors of the Company be and are hereby authorized to:-
    - (a) cancel all or part of the Shares so purchased; or
    - (b) retain all or part of the Shares so purchased as Treasury Shares and cancel the remainder; or
    - (c) distribute the Treasury Shares as share dividends to the Company's shareholders for the time being and/or to resell the Treasury Shares on Bursa Malaysia and/or subsequently cancel such shares or adopt a combination of any of the above.**AND THAT** such authority from the shareholders of the Company will be effective immediately upon passing of this ordinary resolution and will continue to be in force until:-
    - (i) the conclusion of the next AGM of the Company following the extraordinary general meeting at which such resolution was passed at which time the authority shall lapse unless renewed, either unconditionally or subject to conditions, by ordinary resolution passed at the AGM; or
    - (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
    - (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;
 whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia or any other relevant authority;  
**AND THAT** authority be and is hereby given to the Directors of the Company to take all such steps as are necessary, including the opening and maintaining of a central depositories account(s) as Share Buy-Back Account(s) under the Securities Industry (Central Depositories) Act 1991, and entering into all other agreements, arrangements and guarantees 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, revaluation, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Resolution 9)**
7. To transact any other ordinary business of the Company of which due notice shall have been given.

BY ORDER OF THE BOARD

**NG BEE LIAN**  
 Company Secretary  
 Seremban  
 3 October 2014

**NOTICE OF DIVIDEND ENTITLEMENT**

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the AGM on 30 October 2014, the first and final tax exempt dividend of 2.00 sen per share in respect of the financial year ended 30 April 2014 will be payable on 19 November 2014 to Depositors whose names appear in the Record of Depositors on 4 November 2014.

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

- (a) shares transferred into the depositor's securities account before 4.00 p.m. on 4 November 2014 in respect of ordinary transfers; and
- (b) shares bought on the Bursa Malaysia on a cum entitlement basis according to the rules of the Bursa Malaysia.

**Notes:**

1. A member of the Company who is entitled to attend and vote at the Meeting is entitled to appoint one or more Proxies to attend and vote in his stead. Where a member appoints two Proxies or more Proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each Proxy. A Proxy need not be a member of the Company but must attend the Meeting in person to vote. The instrument appointing a Proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointer is a corporation either under its common seal or under the hands of duly authorised officer or attorney.
2. All forms of Proxy must be deposited at the Company's Registered Office at Chamber E, Lian Seng Courts, No. 275, Jalan Haruan 1, Oakland Industrial Park, 70200 Seremban, Negeri Sembilan Darul Khusus not less than 48 hours before the time appointed for holding the Meeting or at any adjournment thereof.
3. Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.
4. Only members whose names appear in the Record of Depositors as at 23 October 2014 (at least 3 market days before the AGM date) will be entitled to attend and vote at the meeting.
5. Explanatory Notes
  - (a) Agenda No. 1  
 This item of the Agenda is meant for discussion only. The provisions of Section 169 of the Companies Act 1965 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.
  - (b) Agenda No.6 (i) – Ordinary Resolution  
 To retain the designation of Mr Neoh Lay Keong as an Independent Non-Executive Director of the Company in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012  
 Mr Neoh Lay Keong had served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years

since his appointment on 25 August 1997. The Board recommends retaining his designation as Independent Non-Executive Director based on the following justifications:

- (i) He fulfils the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Securities and, therefore, is able to bring independent and objective judgment to the Board;
- (ii) His experience in the financial and other relevant sectors enable him to provide the Board and Audit Committee, as the case may be, with pertinent expertise, skills and competence; and
- (iii) He has been with the Company for many years and therefore understands the Company's business operations which enable him to contribute actively and effectively during deliberations or discussions at Audit Committee and Board meetings, as the case may be.

(c) Agenda 6 (ii) – Ordinary Resolution

Authority to issue shares not exceeding ten (10) per centum of the Issued Capital of the Company

The Ordinary Resolution proposed under item 6 (ii) of the Agenda, if passed, is to empower the Directors to issue up to a maximum of ten (10) per centum of the total issued share capital of the Company for the time being without convening a general meeting for such purposes as Directors consider would be in the interest of the Company. This renewed authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting. No shares had been issued by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 30 October 2013. The renewal of the general mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition.

(d) Agenda 6(iii) – Ordinary Resolution

Proposed renewal of authority for share buy-back

The details of the proposed renewal of authority for the proposed share buy-back are set out in the Statement to Shareholders dated 3 October 2014 which is dispatched together with the Annual Report. The Company has not purchased any of its own shares since obtaining the said mandate from its shareholders at the last Annual General Meeting held on 30 October 2013.