

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 Wednesday, 10 December 2014 at 10.00 a.m. for the following purposes:

AGENDA

1. To receive and adopt the audited Financial Statements for the year ended 31 July 2014 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 6(a))
2. To declare a First and Final Single Tier Dividend of 2.25 sen per ordinary share in respect of the financial year ended 31 July 2014. **(Resolution 1)**
3. To approve the payment of Directors' Fees amounting to RM186,000 (2013: RM186,000) for the financial year ended 31 July 2014. **(Resolution 2)**
4. To re-elect the following Directors who retire in accordance with Article 112 of the Company's Articles of Association.
 - Tuan Haji Ahmed Azhar Bin Abdullah **(Resolution 3)**
 - Mr Wong Tze Kai **(Resolution 4)**
5. To re-appoint Messrs BDO as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. AS SPECIAL BUSINESS, to consider, and if thought fit, to pass the following as Ordinary Resolutions:
 - 6.1 To consider and if thought fit, pass the following resolution in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.
 - i) "THAT Dato' Shahrir Bin Abdul Jalil who has served the Board as an Independent Non-Executive Director of the Company for a term of more than nine (9) years since 11 March 2005 be and is hereby retained as an Independent Non-Executive Director of the Company." **(Resolution 6)**
 - ii) "THAT Tuan Haji Ahmed Azhar Bin Abdullah who has served the Board as the Senior Independent Non-Executive Director of the Company for a term of more than nine (9) years since 11 March 2005 be and is hereby retained as the Senior Independent Non-Executive Director of the Company." **(Resolution 7)**
 - iii) "THAT Dr Leong Chik Weng who has served the Board as an Independent Non-Executive Director of the Company for a term of more than nine (9) years since 11 March 2005 be and is hereby retained as an Independent Non-Executive Director of the Company." **(Resolution 8)**
 - 6.2 Authority to issue shares not exceeding ten (10) per centum of the Issued Capital of the Company **(Resolution 9)**

"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 Bursa Malaysia Securities Berhad 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 of the Company."
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

17 November 2014

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Annual General Meeting on 10 December 2014, the First and Final Single Tier Dividend of 2.25 sen per ordinary share in respect of the financial year ended 31 July 2014 will be payable on 31 December 2014 to Depositors whose names appear in the Record of Depositors on 17 December 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 17 December 2014 in respect of ordinary transfers; and
- b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of Bursa Malaysia Securities Berhad.

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 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. The instrument appointing a Proxy must be in writing under the hand of the appointer 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 28 November 2014 (at least 3 market days before the Annual General Meeting date) will be entitled to attend and vote at the Meeting.
5. Where a member of the Company is an exempt authorized 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 nominees may appoint in respect of each omnibus account it holds.
6. 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. 6.1

To retain the designations of Dato Shahrir Bin Abdul Jalil, Tuan Haji Ahmed Bin Abdullah and Dr Leong Chik Weng as Independent Non-Executive Directors of the Company in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.

Dato Shahrir Bin Abdul Jalil, Tuan Haji Ahmed Bin Abdullah and Dr Leong Chik Weng have served the Board as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years since their appointment on 11 March 2005. The Board recommends retaining their designations as Independent Non-Executive Directors on the following justifications:

- (i) they have fulfilled the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and, therefore, are able to bring independent and objective judgment to the Board;
- (ii) their experiences in the legal and/or financial matters, business and other relevant sectors enable them to provide the Board, as the case may be, with pertinent expertise, skills and competence; and
- (iii) they have been with the Group for many years and therefore understand the Group's business operations which enable them to contribute actively and effectively during deliberations or discussions at Board meetings, as the case may be.

c) Agenda No. 6.2 – 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 6.2 of the Agenda, if passed, is to empower the Directors to issue shares 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 the Directors consider would be in the interest of the Company. This 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 12 December 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 placement of shares, for the purpose of funding future investment project(s), working capital and/or acquisition.