

NOTICE OF MEETING

Notice is hereby given that the Forty-Second Annual General Meeting of the Company will be held at the Registered Office, Wisma Taiko, 1 Jalan S.P. Seenivasagam, 30000 Ipoh, Perak, Malaysia on Monday, 16 February 2015 at 12.00 noon for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the year ended 30 September 2014 and the Directors' and Auditors' reports thereon. **(Please refer to Note 3)**
2. To approve the payment of a final single tier dividend of 40 sen per share. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who retire by rotation in accordance with Article 91(A) of the Company's Articles of Association:
 - (i) Tan Sri Dato' Seri Lee Oi Hian **(Ordinary Resolution 2)**
 - (ii) Dato' Yeoh Eng Khoon **(Ordinary Resolution 3)**
4. To consider and, if thought fit, pass a resolution pursuant to Section 129(6) of the Companies Act, 1965 to re-appoint the following as Directors of the Company and to hold office until the next Annual General Meeting of the Company:
 - (i) R. M. Alias **(Ordinary Resolution 4)**
 - (ii) Kwok Kian Hai **(Ordinary Resolution 5)**
5. To fix and approve Directors' fees for the year ended 30 September 2014 amounting to RM1,367,254 (2013: RM1,345,617). **(Ordinary Resolution 6)**
6. To re-appoint Auditors and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 7)**

As Special Business

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

7. **PROPOSED AUTHORITY TO BUY BACK ITS OWN SHARES BY THE COMPANY** **(Ordinary Resolution 8)**

"THAT authority be given to the Company to buy back an aggregate number of shares of RM1.00 each in the Company ("Authority to Buy Back Shares") as may be determined by the Directors from time to time through Bursa Malaysia Securities Berhad ("Bursa Malaysia") upon such terms and conditions as the Directors may deem fit and expedient in the best interests of the Company provided that at the time of purchase, the aggregate number of shares which may be purchased and/or held by the Company as treasury shares pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company and that the maximum funds to be allocated for the Authority to Buy Back Shares shall not exceed the latest audited retained profits of the Company AND THAT the Directors may resolve to cancel the shares so purchased and/or retain the shares so purchased as treasury shares which may be distributed as dividends to the shareholders of the Company and/or resold on Bursa Malaysia and/or cancelled;

AND THAT the Directors be and are hereby empowered to do all such acts and things to give full effect to the Authority to Buy Back Shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities AND THAT such Authority shall commence upon passing of this ordinary resolution and will expire at the conclusion

NOTICE OF MEETING

of the next Annual General Meeting ("AGM") of the Company following the passing of this ordinary resolution or the expiry of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) but not so as to prejudice the completion of a purchase 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."

8. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

(Ordinary Resolution 9)

"THAT approval be given to the Company and/or its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with related parties which are necessary for the Company's and/or its subsidiaries' day-to-day operations and carried out in the ordinary course of business on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders as set out in the Annexure of Part B of the Company's Circular to Shareholders dated 30 December 2014 ("the Mandate");

AND THAT the Directors be and are hereby empowered to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Mandate, with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities AND THAT the Mandate shall commence upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company following the passing of this ordinary resolution or the expiry of the period within which the next AGM is required by law to be held but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965 (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting)."

9. PROPOSED EX-GRATIA PAYMENT OF RM400,000 TO TAN SRI DATUK SERI UTAMA THONG YAW HONG

(Ordinary Resolution 10)

"THAT an ex-gratia payment of Ringgit Malaysia Four Hundred Thousand only (RM400,000) by the Company to Tan Sri Datuk Seri Utama Thong Yaw Hong in recognition and appreciation of his long service and contribution to the Company, be and is hereby approved;

AND THAT the Directors be and are hereby empowered to do all such acts and things to give full effect to the proposed ex-gratia payment with full powers to assent to any modifications, variations and/or amendments (if any) as the Directors may deem fit or necessary in connection with the proposed ex-gratia payment."

By Order of the Board
YAP MIOW KIEN
FAN CHEE KUM
 Company Secretaries

Ipoh, Perak
 Malaysia.

30 December 2014

NOTICE OF MEETING

Notes:**(1) Members Entitled to Attend**

Only members whose names appear in the Register of Members and General Meeting Record of Depositors as at 9 February 2015 will be entitled to attend, speak and vote at the meeting.

(2) Appointment of Proxy

- (a) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. 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. A member shall not be entitled to appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- (b) Where the proxy form is executed by a corporation, it must be either under its seal or under the hand of its officer or attorney duly authorised.
- (c) If a member having appointed a proxy to attend a general meeting attends such meeting in person, the appointment of such proxy shall be null and void in respect of such meeting and his proxy shall not be entitled to attend such meeting.
- (d) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- (e) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 SICDA which is exempted from compliance with the provisions of Subsection 25A(1) of SICDA.
- (f) Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (g) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed and authorised must be deposited at the Registered Office of the Company not less than 48 hours before the time set for the meeting. Faxed or emailed copies of the duly executed proxy form are not acceptable.

(3) Agenda 1

This item is meant for discussion only as under Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association, the Audited Financial Statements are to be laid at the AGM and do not require a formal approval of the shareholders. Hence, this matter will not be put forward for voting.

(4) Dividend Entitlement and Payment

The final single tier dividend, if approved, will be paid on 17 March 2015 to all shareholders on the Register of Members as at 23 February 2015.

A Depositor with the Bursa Malaysia Depository Sdn Bhd 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 19 February 2015 in respect of shares which are exempted from Mandatory Deposit;
- (b) Shares transferred into the Depositor's securities account before 4.00 p.m. on 23 February 2015 in respect of transfers; and
- (c) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

(5) Special Business**(a) Proposed Authority to Buy Back Shares**

Ordinary Resolution 8 proposed under Item 7 of the Agenda, if passed, is to give authority to the Company to buy back the Company's own shares through Bursa Malaysia Securities Berhad at any time within the time period stipulated by utilising the funds allocated out of the audited retained profits of the Company.

(b) Proposed Shareholders' Mandate

Ordinary Resolution 9 proposed under Item 8 of the Agenda, if passed, will enable the Group to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature in the ordinary course of business which are necessary for the Group's day-to-day operations and on normal commercial terms 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.

The procurement of the Proposed Shareholders' Mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders' approval as and when potential Recurrent Related Party Transactions arise.

The authority given for Ordinary Resolutions 8 and 9 mentioned above unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. Further information on Ordinary Resolutions 8 and 9 is set out in the Circular to Shareholders of the Company dated 30 December 2014 which is despatched together with the Company's 2014 Annual Report.

(c) Proposed Ex-Gratia Payment

Ordinary Resolution 10 proposed under Item 9 of the Agenda, if passed, will enable the Company to make an ex-gratia payment of RM400,000 to Tan Sri Datuk Seri Utama Thong Yaw Hong ("TYH") in recognition and appreciation of his long service and contribution to the Company.

TYH, a Senior Independent Non-Executive Director who had served the Company continuously for approximately 20 years, had retired on 20 August 2014. During his tenure of service, he was not paid any additional remuneration apart from his normal Director's fees.