



NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirtieth Annual General Meeting of the Company will be held at the Grand Hall, 10th Floor, Hotel Grand Continental, Jalan Belia/Jalan Raja Laut, 50350 Kuala Lumpur on Friday, 24 April 2015 at 9.30 a.m. to transact the following businesses:

1. To receive the Audited Financial Statements for the year ended 31 December 2014 together with the Reports of Directors' and Auditors' thereon. **(Resolution 1)**
  2. To re-elect Lee Wai Kuen, the director who retires in accordance with Article 80 of the Company's Articles of Association, being eligible, offers himself for re-election. **(Resolution 2)**
  3. To re-appoint the following directors who are over the age of seventy (70) years, to hold office until the next Annual General Meeting pursuant to Section 129 (6) of the Companies Act, 1965:  
(a) Tan Eng Teong **(Resolution 3)**  
(b) Wong Tow Cheong **(Resolution 4)**  
(c) Tan Teck Lin **(Resolution 5)**
  4. To approve and declare a First and Final Single-Tier Dividend of 2% for the year ended 31 December 2014. **(Resolution 6)**
  5. To approve the payment of Directors' fees of RM160,667 for the year ended 31 December 2014. **(Resolution 7)**
  6. To consider, and if thought fit, to pass the following resolution:  
"THAT Messrs Ernst & Young, the retiring Auditors, be and are hereby re-appointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a fee to be determined by the Directors at a later date." **(Resolution 8)**
- Special Business**
- To consider and, if thought fit, to pass the following resolution:
7. **Ordinary Resolution - Authority to Issue Share**  
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting and 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 of the issued share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue." **(Resolution 9)**
  8. **Ordinary Resolution - Retention of Independent Non-Executive Director**  
"THAT, subject to passing of the Resolution 4, approval be hereby given to Wong Tow Cheong to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting." **(Resolution 10)**
  9. To transact any other business for which due notice shall have been given.

**NOTICE OF BOOKS CLOSURE**

**NOTICE IS ALSO HEREBY GIVEN** that a first and final single-tier dividend of 2% for the financial year ended 31 December 2014, if approved by the shareholders at the Annual General Meeting, will be paid on 25 May 2015 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 30 April 2015.

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

- (a) shares transferred into the depositor's securities account before 4.00 p.m. on 30 April 2015 in respect of ordinary transfers; and
- (b) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD**

**TAN KOK AUN (MACS 01564)**  
**WONG WAI YIN (MAICSA 7003000)**  
Company Secretaries

Kuala Lumpur,  
2 April 2015

**Notes:**

1. A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at a general meeting who shall represent all the shares held by such Member. A Member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the same meeting. Where a Member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. Where a Member is an Exempt Authorised 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 Nominee may appoint in respect of each omnibus account it holds.
3. A proxy may but need not be a member of the Company and need not be any of the persons prescribed by Section 149(1)(b) of the Companies Act, 1965.
4. The instrument appointing a proxy must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited at the Company's Registered Office at No. 1 & 1A, 2nd Floor (Room 2), Jalan Ipoh Kecil, 50350 Kuala Lumpur, at least forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.
6. Depositor whose name appears on the Record of Depositors as at 17 April 2015 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at meeting.

**EXPLANATORY NOTES**

**(i) Retention of Independent Non-Executive Director**

The proposed Resolution 10 in item 8 is to seek shareholders' approval to retain Mr. Wong Tow Cheong as an Independent Non-Executive Director of the Company.

Mr. Wong has been appointed as the Independent Non-Executive Director of the Company since 19 May 2006. The Nomination Committee and Board of Directors have carried an evaluation and assessment and concluded that Mr. Wong stays independent and objective in board deliberations and decision making, and is able to act in the best interests of the Company. Mr. Wong is not related to any Directors and Substantial Shareholders of the Company and is not under influence of other directors and is self determine.

**(ii) Authority to Directors to Issue Shares**

The proposed adoption of Ordinary Resolution 9 in item 7 is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. The authorisation will, unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting. This is a renewal of a general mandate. The Company did not utilise the mandate granted in the preceding year's Annual General Meeting. In order to avoid any delay and cost involved in convening a general meeting, it is thus appropriate to seek members' approval.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future projects, working capital and/or acquisitions.