

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT the Fiftieth (50<sup>th</sup>) Annual General Meeting of the Company will be held at Permata Hall, Permai Hotel, Jalan Sultan Mahmud, 20400 Kuala Terengganu, Terengganu Darul Iman on Thursday, 7 May 2015 at 11.00 a.m. for the following purposes:**

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## AGENDA

### As Ordinary Business

1. To receive the Statutory Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors thereon.
2. To re-elect the following Director retiring pursuant to Article 113 of the Company's Articles of Association, and being eligible, offers himself for re-election.
  - i) Lieutenant General Tan Sri Dato' Haji Wan Abu Bakar Haji Wan Omar (R) (Ordinary Resolution 1)
3. To re-elect the following Directors retiring pursuant to Article 116 of the Company's Articles of Association, and being eligible, offer themselves for re-election.
  - i) Major General Dato' Dr Mohamad Termidzi Junaidi (R) (Ordinary Resolution 2)
  - ii) Dato' Mohamat Muda (Ordinary Resolution 3)
  - iii) Dato' Mohd Ali Abas (Ordinary Resolution 4)
  - iv) Haji Md Kamaru Al-Amin Ismail (Ordinary Resolution 5)
  - v) Haji Samiun Salleh (Ordinary Resolution 6)
  - vi) Alias Abdullah (Ordinary Resolution 7)
4. To approve the payment of the first and final dividend of 1.5 sen per ordinary share, tax exempt under the single-tier system for the financial year ended 31 December 2014. (Ordinary Resolution 8)
5. To approve the payment of Directors' Remuneration amounting to RM632,000 for the financial year ending 31 December 2015. (Ordinary Resolution 9)

## Notice of Annual General Meeting (cont'd.)

6. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Ordinary Resolution 10)

### As Special Business

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

7. **Proposed Renewal of Authority for Share Buy-Back by the Company**

“THAT subject to the Companies Act, 1965, (as may be amended, modified or re-enacted from time to time), the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary share of RM0.20 each in the Company (Proposed Share Buy-Backs) as may be determined by the Board from time to time on the Bursa Malaysia Securities Berhad upon such terms and conditions as the Board may deem fit and expedient in the interest of the Company provided the aggregate number of shares purchased pursuant to this resolution does not exceed ten percent (10%) of the issued and paid up share capital of the Company and an amount not exceeding the total retained profits and share premium of the Company at any point in time of RM135,064,469 and RM33,063,599 respectively based on the latest audited financial statements of the Company as at 31 December 2014, be allocated by the Company for the Proposed Share Buy-Backs.

THAT such authority shall commence upon the passing of this resolution and shall remain in force until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting;

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or cancel them and/or resell the treasury shares or distribute them as share dividend and/or subsequently cancel them;

AND THAT FURTHER authority be and is hereby given to the Directors of the Company to take all such steps as are necessary (including the appointment of stockbroking firm and the opening and maintaining of a Central Depository Account designated as a Share Buy-Back Account) and to enter into any agreements and arrangements with any party or parties to implements, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the directors may deem fit and expedient in the interest of the Company.”

(Ordinary Resolution 11)

## Notice of Annual General Meeting (cont'd.)

### 8. Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and any other governmental/regulatory bodies, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to allot and issue not more than ten percent (10%) of the issued capital of the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof AND THAT authority be and is hereby given to the Directors to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

(Ordinary Resolution 12)

9. To transact any other ordinary business of which due notice shall be given.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of the shareholders at the 50<sup>th</sup> Annual General Meeting to be held on 7 May 2015, the first and final dividend of 1.5 sen per ordinary share, tax exempt under the single-tier system for the financial year ended 31 December 2014 will be paid on 2 June 2015 to Depositors whose names appear in the Record of Depositors at the close of business on 13 May 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 13 May 2015 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

**WAN HASLINDA WAN YUSOFF (MAICSA 7055478)**  
Company Secretary

Kuala Terengganu  
Date: 15 April 2015



# Notice of Annual General Meeting (cont'd.)

## Notes: -

1. 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 need not be a member of the Company and the provisions of the Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member shall 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.
2. 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.
3. 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.
4. 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.
5. 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 the common seal, or under the hand of an officer or attorney duly authorised.
6. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in this Proxy Form.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company at Level 5, Bangunan UMNO Terengganu, Lot 3224, Jalan Masjid Abidin, 20100 Kuala Terengganu, Terengganu Darul Iman not less than 48 hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of the poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
8. For the purpose of determining a member who shall be entitled to attend and vote at the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 57B of the Articles of Association of the Company and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors as at 27 April 2015. Only a depositor whose name appears on the Record of Depositors as at 27 April 2015 shall be entitled to attend the said meeting or appoint proxies to attend and vote in his stead.

## Explanatory Notes to the Agenda:-

### **Item 1 of the Agenda**

This item 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 Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

### **Item 7 of the Agenda – Ordinary Resolution 11**

#### **Proposed Renewal of Authority for Share Buy-Back by the Company**

The proposed Ordinary Resolution 11, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten percent (10%) of the issued and paid up share capital of the Company by utilising the fund allocated which shall not exceed the total retained profits of the Company. Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Statement in Relation to Proposed Renewal of Authority for Share Buy-Back by the Company contained in the Company's 2014 Annual Report.

### **Item 8 of the Agenda – Ordinary Resolution 12**

#### **Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965**

The Company had on its 49th Annual General Meeting held on 3 June 2014, obtained its shareholders' approval for the renewal of the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 (the Act). The Company did not issue any new ordinary shares pursuant to this mandate.

The proposed Ordinary Resolution No. 12 is a renewal of the mandate to issue shares under Section 132D of the Act. If passed, it will allow the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares from the unissued capital of the Company but not exceeding 10% of the issued share capital of the Company.

A renewal for the said mandate is sought to avoid any delay and cost involved in convening such a general meeting. Should the mandate be exercised, the Directors will utilise the proceeds raised for funding current and / or future investment projects, working capital, acquisition, issuance of shares as settlement of purchase consideration and / or such other applications they may in their absolute discretion deem fit.