

## NOTICE OF FORTY-FIFTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Forty-Fifth Annual General Meeting of the Company will be held at Saujana Ballroom, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 3 June 2015 at 10.30 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements for the year ended 31 December 2014 together with the Reports of the Directors and the Auditors thereon. (Please see Explanatory Note A)
2. To approve the declaration of a single-tier final dividend of 5.0 sen per share in respect of the year ended 31 December 2014. **Resolution 1**
3. To approve the payment of Directors' fees of RM565,084.91 for the year ended 31 December 2014. **Resolution 2**
4. To re-elect the following Directors who retire pursuant to Article 119(a) of the Company's Articles of Association:
  - (a) Dato' Teo Chiang Quan **Resolution 3**
  - (b) Datuk Seri Michael Yam Kong Choy **Resolution 4**
5. To consider and, if thought fit, to pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:
  - (a) "That Dato' Md Taib bin Abdul Hamid, a Director who retires in accordance with Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Please see Explanatory Note B) **Resolution 5**
  - (b) "That Dato' Haji Azlan bin Hashim, a Director who retires in accordance with Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Please see Explanatory Note B) **Resolution 6**
6. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

### AS SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

#### Authority to Directors to issue shares

"That, subject to the Companies Act, 1965, Articles of Association of the Company and approval from Bursa Malaysia Securities Berhad and other governmental or regulatory bodies, where such approval is necessary, full authority be and is hereby given to the Board of Directors pursuant to Section 132D of the Companies Act, 1965, to issue shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percentum (10%) of the issued share capital of the Company for the time being." (Please see Explanatory Note C) **Resolution 8**

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of the shareholders, a single-tier final dividend of 5.0 sen per share in respect of the year ended 31 December 2014, will be paid on 24 June 2015 to shareholders whose names appear in the Record of Depositors on 10 June 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 10 June 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 Bursa Malaysia Securities Berhad.

By Order of the Board

**TAY LEE KONG**  
**NG WAI PENG**  
Secretaries

Petaling Jaya  
Selangor Darul Ehsan  
12 May 2015

### NOTES

#### Record of Depositors

In respect of deposited securities, only members whose names appear in the Record of Depositors on 27 May 2015 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the Forty-Fifth Annual General Meeting (AGM).

#### Appointment of Proxy

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his/her/its behalf. A proxy need not be a member of the Company.
2. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds 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. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 8, Uptown 1, 1, Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the above meeting.

#### Explanatory Note A

Item 1 on the Agenda is meant for discussion only as pursuant to Section 169(1) of the Companies Act, 1965, the Audited Financial Statements do not require the formal approval of the shareholders. Hence, the matter will not be put forward for voting.

#### Explanatory Note B

The Board has conducted an assessment on the independence of all Independent Directors of the Company, including Dato' Md Taib bin Abdul Hamid and Dato' Haji Azlan bin Hashim who have served the Board as Independent Non-Executive Directors for more than nine (9) years, and are seeking re-election at the Forty-Fifth AGM pursuant to Section 129(6) of the Companies Act, 1965. The Board is satisfied that these gentlemen have fulfilled all criteria for re-election to the Board, the detailed explanation of which is disclosed in the Statement on Corporate Governance on page 67 of the annual report.

#### Explanatory Note C

##### Special Business

The Ordinary Resolution proposed under item 7, if passed, will renew the powers given to the Directors at the last AGM, authority to issue up to ten percentum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM.

As at the date of this notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the Forty-Fourth AGM held on 9 June 2014, which will lapse at the conclusion of the Forty-Fifth AGM.

The general mandate 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 acquisitions without having to convene a general meeting.