

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Fourth Annual General Meeting of the Company will be held at the Registered Office of the Company at 1115, Jalan Puchong, Taman Meranti Jaya, 47120 Puchong, Selangor Darul Ehsan on Tuesday, 30 June 2015 at 3:00 p.m. for the following purposes:-

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 January 2015 and the Directors' and Auditors' Reports thereon. *(Please refer to Note A)*
2. To approve the payment of a final single-tier dividend of 2.1 sen per ordinary share of RM0.50 each for the financial year ended 31 January 2015. *(Resolution 1)*
3. To re-elect Tan Sri Dato' Tan Kay Hock who retires by rotation in accordance with Article 83 of the Articles of Association and being eligible, has offered himself for re-election. *(Resolution 2)*
4. To re-elect Puan Sri Datin Tan Swee Bee who retires by rotation in accordance with Article 83 of the Articles of Association and being eligible, has offered herself for re-election. *(Resolution 3)*
5. To approve the payment of Directors' Fee of RM406,000 for the financial year ended 31 January 2015. (2014:RM406,000). *(Resolution 4)*
6. To appoint Messrs Deloitte as Auditors of the Company in place of the retiring Auditors, Messrs Deloitte & Touche and to authorise the Directors to fix their remuneration. *(Resolution 5)*

Notice of Nomination from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, has been received by the Company for the nomination of Messrs Deloitte, who have given their consent to act, for appointment as Auditors in place of the retiring Auditors, Messrs Deloitte & Touche (a copy of which is annexed hereto and marked as "Appendix I") and of the intention to propose the following Ordinary Resolution:-

Appointment of Auditors

"THAT Messrs Deloitte be and are hereby appointed as Auditors of the Company for the financial year ended 31 January 2016 in place of the retiring Auditors, Messrs Deloitte & Touche and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

SPECIAL BUSINESS

As Special Business, to consider and if thought fit, pass with or without modifications the following as resolutions:-

7. **ORDINARY RESOLUTION**
Retention of Independent Non-Executive Director *(Resolution 6)*
"THAT authority be and is hereby given to Mr Ong Seng Pheow who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."
8. **RESOLUTION PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965**
Appointment of Independent Non-Executive Director *(Resolution 7)*
To consider and, if thought fit, to pass the following resolution:-
"THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Ahmad Khairummuzammil Bin Mohd Yusoff who is over the age of seventy (70) years and having given his Consent to Act, be appointed as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company."
(Note: This resolution is required to be passed by a majority of not less than three-fourth of such members of the Company as being entitled so to vote in person or by proxy at this Annual General Meeting.)
9. **ORDINARY RESOLUTION**
Authority To Allot And Issue Shares In General Pursuant To Section 132D Of The Companies Act, 1965 *(Resolution 8)*
"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon the terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit including provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
10. To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval by the shareholders at the Sixty-Fourth Annual General Meeting, the final single-tier dividend of 2.1 sen per ordinary share of RM0.50 each for year ended 31 January 2015, will be payable on 5 August 2015 to shareholders whose names appear in the Register of Members and Record of Depositors on 14 July 2015.

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 14 July 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,

TEH YONG FAH

Company Secretary (MACS00400)

Kuala Lumpur

Dated: 8 June 2015

Notes:-

- A. This Agenda item is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 and the Articles of Association of the Company 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 the vote by shareholders.
1. A member of the Company entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company. Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. Where a holder of the Company 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. To be valid, the proxy form shall be deposited at the Registered Office of the Company at 1115, Jalan Puchong, Taman Meranti Jaya, 47120 Puchong, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting.
4. In respect of deposited securities, only members whose names appear on the Record of Depositors on 23 June 2015 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

Explanatory Notes on Special Business

1. Resolution 6 - Retention of Independent Non-Executive Director

Mr Ong Seng Pheow has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years. In line with the Malaysian Code on Corporate Governance 2012, upon assessment and recommendation of the Nominating Committee, the rest of the Board members were of the unanimous opinion that Mr Ong Seng Pheow should continue to act as an Independent Non-Executive Director of the Company based on the following justification:-

- (a) He fulfilled the criteria under the definition of "Independent Director" as stated in the Listing Requirements,
- (b) He has over time, developed increased insight with the Group's business operations and therefore can contribute to the effectiveness of the Board as a whole,
- (c) He does not have any conflict of interest as throughout his tenure of office as an Independent Director of the Company, he has not entered into and is not expected to enter into any contracts which will give rise to any related party transactions with the Company and its subsidiaries,
- (d) He remains to be objective and independent in expressing his views and participated in active deliberations and decision making process of the Board and Board Committees in which he is a member. His length of service on the Board and Board Committees does not in any way interfere with his exercise of independent judgement and ability to act in the best interest of the Company.
- (e) He had exercised due care during his tenure as an Independent Non-Executive Director and as Chairman of the Audit Committee, Risk Management Committee and Nominating Committee and had carried out his professional duties in the interest of the Company and its shareholders.

2. Resolution 7 - Appointment of Independent Non-Executive Director

The Nominating Committee had conducted a rigorous assessment of suitability in terms of qualification, work experience and independence of Dato' Ahmad Khairummuzammil Bin Mohd Yusoff, age 73, and was satisfied that he has fulfilled the criteria to be appointed as an additional Independent Non-Executive Director of the Company. Upon the recommendation by the Nominating Committee, the Board was unanimous in its decision to propose that shareholders vote in favour of the resolution to appoint Dato' Ahmad Khairummuzammil Bin Mohd Yusoff as an Independent Non-Executive Director of the Company at this AGM.

His profile is set out in the Statement Accompanying Notice of Sixty-Fourth Annual General Meeting.

3. Resolution 8 - Authority To Allot And Issue Shares In General Pursuant To Section 132D Of The Companies Act, 1965

The proposed Ordinary Resolution if passed will empower the Directors to issue shares of the Company up to 10% of the issued capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delays and costs in convening a general meeting to specifically approve such an issue of shares. This authority unless revoked or varied by the Company in general meeting will expire at the next Annual General Meeting (AGM) of the Company.

The Company has not issued any new shares under this general authority which was approved at the last AGM held on 31st July 2014 and which will lapse at the conclusion of this AGM. A renewal of this general authority is being sought at this AGM under the proposed Resolution 8. The renewed mandate is to provide flexibility to the Company for any possible future fund raising activities including but not limited to placement of shares for purposes of funding future investments, working capital and/or acquisition.