

**NOTICE OF THE NINETEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Nineteenth Annual General Meeting of the Company will be held at Grand Seasons Hotel, 72 Jalan Pahang, 53000 Kuala Lumpur on Monday, 25 May 2015 at 3.00 p.m. for the purpose of transacting the following businesses:-

**AGENDA**

1. To lay the Audited Financial Statements for the financial year ended 31 DECEMBER 2014 together with the Reports of the Directors and the Auditors thereon. **Please refer Explanatory Note A**
2. To re-elect the following Directors who retire in accordance with Article 82 of the Company's Articles of Association:-
  - i) Tan Sri Dato' Lim Kang Hoo **(Resolution 1)**
  - ii) Bernard Hilary Lawrence **(Resolution 2)**
  - iii) DYAM Tunku Ismail Ibni Sultan Ibrahim **(Resolution 3)**
  - iv) Lim Chen Heng **(Resolution 4)**
3. To re-appoint Mr. Khoo Nang Seng @ Khoo Nam Seng who retires in accordance with Section 129 (6) of the Companies Act, 1965. **(Resolution 5)**
4. To approve the payment of Directors' Fees for the financial year ended 31 DECEMBER 2014. **(Resolution 6)**
5. To declare a First and Final Single Tier Dividend of 5 sen per ordinary share in respect of the financial year ended 31 DECEMBER 2014. **(Resolution 7)**
6. To re-appoint Messrs. KPMG as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
7. As Special Business, to consider and if thought fit, to pass the following resolutions with or without modifications:-

**ORDINARY RESOLUTION 1**

**AUTHORITY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the Bursa Malaysia Securities Berhad and other relevant governmental / regulatory authorities, where such approvals are necessary, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being, and that such authority shall continue in force until the conclusion of the next Annual General Meeting". **(Resolution 9)**

**ORDINARY RESOLUTION 2**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND ADDITIONAL MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT authority be and is hereby given pursuant to paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as stated in section 3.3 of the Circular to Shareholders dated 30 April 2015 with the related parties listed in section 3.2 of the Circular which are necessary for the day-to-day operations, in the ordinary course of business, made on at arm's length basis and on normal commercial terms which are not more favourable than those normally available to the public and are not to the detriment of the minority shareholders;

**AND THAT** the authority conferred by this Mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:-

- a) the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that Annual General Meeting;
- b) the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but not extending to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- c) revoke or varied by resolution passed by the shareholders in general meeting, whichever is the earlier". **(Resolution 10)**

8. To transact any other matter for which due notices have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of the shareholders at the Nineteenth Annual General Meeting, the First and Final Single Tier Dividend of 5 sen per ordinary share will be paid on 18 August 2015 to members whose names appear in the Record of Depositors on 31 July 2015.

**FURTHER NOTICE IS HEREBY GIVEN THAT** a Depositor shall qualify for entitlement only in respect of:

- i. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 31 July 2015 in respect of ordinary transfers; and
- ii. Shares bought on the Bursa Malaysia on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

**Lim Thiam Wah, ACIS**  
Chartered Secretary  
Kuala Lumpur  
30 April 2015

Notes:

1. Only depositors whose names appear in the General Meeting Record of Depositors as at 15 May 2015 shall be entitled to attend and vote at the 19th Annual General Meeting.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting provided that where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but need not be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of a proxy.
4. For 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.
5. If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the proxy form, duly completed must be deposited at the Registered Office not less than 48 hours before the time for holding the meeting or any adjournment thereof.
7. Explanatory notes on Special Business:-
  - i. The Proposed Resolution 9 if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting. As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual Meeting held on 27 June 2014 and which will lapse at the conclusion of the Nineteenth Annual General Meeting. 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 purpose of funding future investment(s), working capital and/or acquisitions.
  - ii. The Proposed Resolution 10, if passed, will authorise the Group to enter into recurrent related party transactions as specified in the Circular to Shareholders dated 30 April 2015, provided that such transactions are of a revenue or trading nature which are necessary for the Group's day-to-day operations and are in the ordinary course of business made at on arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

**Explanatory Note A:-**

This Agenda is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the Audited Financial Statements do not require formal approval of the shareholders and hence, the matter will not be put forward for voting.