

## NOTICE of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Thirteenth Annual General Meeting of the Company will be held at **Premiere Hotel, Bandar Bukit Tinggi, 1/KS6, Jalan Langat, 41200 Klang, Selangor Darul Ehsan on Tuesday, 20 May 2014 at 10.00 a.m.** for the following purposes:-

### AGENDA

#### As Ordinary Business

- |   |                              |
|---|------------------------------|
| 1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon.   | <b>Ordinary Resolution 1</b> |
| 2. To approve a Final Dividend of 13.5 sen per ordinary share, tax exempt dividend under the single-tier tax system for the financial year ended 31 December 2013.  | <b>Ordinary Resolution 2</b> |
| 3. To re-elect Amirul Feisal bin Wan Zahir who retires in accordance with Article 93 of the Articles of Association of the Company.   | <b>Ordinary Resolution 3</b> |
| 4. To re-elect Dato' Mohamad Kamarudin bin Hassan who retires in accordance with Article 99 of the Articles of Association of the Company.  | <b>Ordinary Resolution 4</b> |
| 5. To consider, and if deemed fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-   |                              |
| (i) That Tan Sri Dato' Dr. Abu Bakar bin Suleiman, who is over the age of seventy (70), be hereby re-appointed as Director of the Company and to hold office, until the next Annual General Meeting of the Company.                       | <b>Ordinary Resolution 5</b> |
| (ii) That Tan Sri Dato' Dr. Jegathesan a/l N.M. Vasagam @ Manikavasagam, who is over the age of seventy (70), be hereby re-appointed as Director of the Company and to hold office, until the next Annual General Meeting of the Company. | <b>Ordinary Resolution 6</b> |
| 6. To approve the payment of Directors' Fees for the financial year ended 31 December 2013.   | <b>Ordinary Resolution 7</b> |
| 7. To approve the increase in the Directors' Fees payable to the Directors entitled to receive the Directors' Fees with effect from 1 January 2014, in such proportions and manner as the Directors may determine as follows:             | <b>Ordinary Resolution 8</b> |
|   | <b>RM per annum</b>          |
| (i) Chairman of the Board   | 85,000.00                    |
| (ii) Member of the Board  | 60,000.00                    |
| (iii) Chairman of the Board Committees  | 7,000.00                     |
| (iv) Member of the Board Committees   | 5,000.00                     |

AND FURTHER THAT the amount of the Directors' Fees which is increased as aforesaid shall continue to be in force until varied by resolution passed by the shareholders in a general meeting.

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8. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.
9. To transact any other business of which due notice shall have been received.

**Ordinary Resolution 9**

### AS SPECIAL BUSINESS

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

10. **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

**Ordinary Resolution 10**

"That subject to the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and/or its subsidiary shall be mandated to enter into the recurrent related party transactions of a revenue or trading nature with the related party as specified in Section 2.2.1 of the Circular to Shareholders dated 25 April 2014 which are necessary for the Company and/or its subsidiary's day-to-day operations subject further to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public, and the transactions are undertaken on arm's length basis and are not to the detriment of the minority shareholders;
- (ii) the approval is subject to annual renewal and shall continue to be in force until:-
  - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the Proposal is approved, at which time it will lapse, unless further renewed by a resolution passed at the next AGM;
  - (b) the expiration of the period within the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 143[1] of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143[2] of the Companies Act, 1965); or
  - (c) revoked or varied by resolution passed by the shareholders in a general meeting of the Company,

whichever is earlier; and

- (iii) the disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year.

And that the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

**NOTICE of Annual General Meeting****NOTICE OF BOOKS CLOSURE**

**NOTICE IS HEREBY GIVEN** that subject to the approval of the Shareholders at the forthcoming AGM, a Final Dividend of 13.5 sen per ordinary share, tax exempt dividend under the single-tier tax system, in respect of the Company's financial year ended 31 December 2013 will be paid on 20 June 2014 to shareholders whose names appear in the Record of Depositors on 26 May 2014.

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 26 May 2014 in respect of ordinary transfer; 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

**NOOR AZWAH BINTI SAMSUDIN (LS 0006071)**

Company Secretary  
Kuala Lumpur  
Date: 25 April 2014

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. 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.
2. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
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 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.
4. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Registrars of the Company at Tricor Investor Services Sdn. Bhd., Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting.
7. Only depositors whose names appear in the Record of Depositors as at 9 May 2014 shall be regarded as members and entitled to attend and vote at the meeting.

**Explanatory Notes on Special Business**

**Ordinary Resolution 10** – Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.

The explanatory note on Resolution 10 is set out in the Circular to Shareholders dated 25 April 2014.