

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth (16<sup>th</sup>) Annual General Meeting of the Company will be held at the Mutiara Room, Lobby Floor, Empress Hotel, Jalan ST 1C/7, Medan 88, Bandar Baru Salak Tinggi, 43900 Sepang, Selangor Darul Ehsan on Thursday, 28 June 2012 at 11.00 a.m. to transact the following Businesses:

1 To receive and adopt the Financial Statements for the year ended 31 December 2011 together with the Reports of Directors and Auditors thereon. **Resolution 1**

2 To re-elect the following Director who retires in pursuant to Article 83 of the Company's Articles of Association :-

**Y.M. Tunku Nizamuddin Bin Tunku Dato' Seri Shahabuddin** (Executive Director) **Resolution 2**

**Y.M. Dato' Tengku Putra Bin Tengku Azman Shah** (Non-Independent Non-Executive Director) **Resolution 3**

3 To re-elect the following Director who retires in pursuant to Article 90 of the Company's Articles of Association :-

**Miss Ong Suan Pin** (Independent Non-Executive Director) **Resolution 4**

4 To re-appoint the following Director pursuant to Section 129(6) of the Companies Act 1965 to hold office until the conclusion of the next Annual General Meeting :-

**Y.Bhg. Dato' Khairi Bin Mohamad** (Independent Non-Executive Director) **Resolution 5**

5 To approve Directors' fees **Resolution 6**

6 To re-appoint Messrs Deloitte & Touche as Auditors and to authorise the Directors to fix their remuneration **Resolution 7**

7 By way of special business, to consider and if thought fit, to pass the following Ordinary Resolutions:

### **ORDINARY RESOLUTION**

**Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

“THAT pursuant to Section 132D of the Companies Act, 1965 and the

approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

**Resolution 8**

- 8 By way of special business, to consider and if thought fit, to pass the following Special Resolutions:

**SPECIAL RESOLUTION**

**Proposed Amendment to the Articles of Association of the Company**

“THAT the proposed alterations, modifications, amendments or deletions to the Articles of Association of the Company as contained in Appendix A be hereby approved.”

**Resolution 9**

- 9 To transact any other business of which, due notice shall have been given in accordance with the Companies Act, 1965 and the Company’s Articles of Association.

By Order of the Board

**TAN RUEY SHYAN**

Secretary

Shah Alam, Selangor Darul Ehsan

4 June 2012

**Notes:**

1. A proxy need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. For a proxy to be valid, this form, duly completed must be deposited at the Registered Office of the Company at Lot 19, Jalan Delima 1/1, Subang Hi-Tech Industrial Park, Batu Tiga, 40000 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.
3. A member shall be entitled to appoint one (1) or more proxies to attend and vote instead of him at the same meeting and where a member appoints two (2) or more proxies to vote at the same meeting, such appointment shall be invalid unless he specify the proportion of his shareholding to be represented by each proxy.

4. Where a member is an exempt authorized nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
5. In the case of a corporate member, this form must be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorized.
6. For the purpose of determining a member who shall be entitled to attend this Sixteenth (16<sup>th</sup>) Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 59 of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a Record of Depositors as at 20 June 2012. Only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and vote on his/her behalf.

## **EXPLANATORY NOTE ON SPECIAL BUSINESS**

### **(a) ORDINARY RESOLUTION**

#### **- Authority to allot shares pursuant to Section 132D of the Companies Act, 1965**

The proposed Ordinary Resolution, if passed, will give the Directors the authority to issue shares up to a maximum 10% of the issued capital of the Company for the time being for such purpose as the Directors would consider in the best interest of the Company. The authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting of the Company.

The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders’ approval as and when the Company issues new shares for future business opportunities and thereby reducing administrative time and cost associated with the convening of such meeting(s). 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 future investment projects(s), working capital and/ or acquisition.

Under the mandate passed during the last Annual General Meeting held on 23 June 2011, the Company allotted 4,000,000 ordinary shares of RM0.10 each via a Private Placement. The 4,000,000 Placement Shares, being the first tranche of the Private Placement, represents approximately one percent (1%) of the issued and paid-up share capital of the Company before the new allotment. The Private Placement is implemented on a staggered basis. Barring any unforeseen circumstances, the Company expects to complete the Private Placement before 18 July 2012.

The gross proceeds raised from the Private Placement was RM400,000 and after deducting expenses relating to placement of share of approximately RM90,000, the balance was used for working capital requirements of the Company and its subsidiaries.

### **(b) SPECIAL RESOLUTION**

#### **- Proposed Amendment to the Articles of Association of the Company**

The proposed Special Resolution, if passed, will streamline the Company’s Articles of Association to be in line with the latest Main Market Listing Requirements of Bursa Malaysia

Securities Berhad, prevailing statutory and regulatory requirements as well as to render clarity and consistency throughout.