# **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the fifteenth 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 23 June 2011 at 11.00 a.m. to transact the following business:

- To receive and adopt the Financial Statements for the year ended 31 December 2010 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:-

En Azlan Omry Bin Omar (Non-Independent Non-Executive Director) Resolution 2

Miss Lim Bee Hong (Executive Director)

**Resolution 3** 

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 4** 

4 To approve Directors' fees

- **Resolution 5**
- To re-appoint Messrs Deloitte & Touche as Auditors and to authorise the Directors to fix their remuneration

**Resolution 6** 

6 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

7 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 existing Article 144 of the Articles of Association of the Company be deleted in its entirety and substituted therefore with the following new Article 144:

#### New Article 144

Any dividend or other monies payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address or by direct electronic transfer to the bank account of the member or person entitled thereto who is named in the Record of Depositors, or, if several persons are registered as joint holders of the share or are entitled thereto, to the registered address or via electronic transfer to the bank account provided by the joint holder first named on the Record of Depositors or to the extend permissible under the Central Depositories Act and the Rules of the Depository, in the Record of Depositors or to such person and to such address or the bank account as the holder or first named joint holder may in writing direct or if several persons are entitled thereto in consequence of the death or bankruptcy of the holder, to the registered address of any one of such or to such other person at such other address as such persons may direct in writing. Every such cheque or warrant or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and payment by the Company shall be a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon or the instruction for the electronic transfer or remittance has been forged. Every such cheque or warrant or electronic transfer or remittance shall be sent at the risk of the person entitled to the money represented thereby."

Resolution 8

8 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

LEONG KWOK FAI TAN RUEY SHYAN

Secretaries Shah Alam, Selangor Darul Ehsan 1 June 2011

#### Notes:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for him. 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. Where a member appoints two (2) proxies to attend and vote at the meeting, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- 3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 4. The instrument appointing a proxy must be deposited at the Company's Registered Office at Lot 19, Jalan Delima 1/1, Subang Hitech Industrial Park, Batu Tiga, 40000 Shah Alam, Selangor Darul Ehsan not less than 48 hours before the time set for the meeting or any adjournment thereof.

#### **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 ten per centum (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 general mandate sought to grant authority to Directors to allot and issue of shares is a renewal of the mandate that was approved by the shareholders at the Fourteenth Annual General Meeting held on 28 June 2010. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Fourteenth Annual General Meeting because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.

# (b) SPECIAL REOLUTION

- Proposed Amendment to the Articles of Association of the Company

The proposed Special Resolution if passed will update Article 144 of the Company's Articles of Association to facilitate the implementation of Electronic Dividend Payment ("eDividend") in line with the Bursa Main Market Listing Requirements in relation to eDividend.