

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting of the Company will be held at the Dillenia & Eugenia, Ground Floor, Sime Darby Convention Centre, No. 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 15 May 2013 at 10.30 a.m. for the following purposes:-

1	To receive the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of Directors' and Auditors' thereon.	(Please refer to explanatory note below)
2	To declare a First and Final Single Tier Dividend of 2.0 sen per ordinary share for the financial year ended 31 December 2012.	Resolution 1
3	To approve the payment of Directors' Fees amounting to RM 292,500 in respect of the financial year ended 31 December 2012.	Resolution 2
4	To re-elect the following Directors retiring in accordance with Article 84 of the Articles of Association of the Company:- (i) Datuk Ng Yih Pyng (ii) Mr Lau Tiang Hua (iii) Datin Nonadiah Binti Abdullah	Resolution 3 Resolution 4 Resolution 5
5	To re-appoint the following Directors retiring in accordance with Section 129(2) of the Companies Act, 1965:- (i) Tan Sri Datuk Ng Teck Fong (ii) Mr M Chareon Sae Tang @ Tan Whye Aun	Resolution 6 Resolution 7
6	To re-appoint BDO as Auditor of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	Resolution 8

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions with or without amendments or modifications:-

7	ORDINARY RESOLUTION 1 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 "THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions, for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued in any one financial year of the Company does not exceed ten per centum (10%) of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."	Resolution 9
8	ORDINARY RESOLUTION 2 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE WITH RELATED PARTY ("PROPOSED SHAREHOLDERS' MANDATE") "THAT subject to provisions of the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, Bursa Malaysia Securities Berhad Main Market Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into category of RRPT as set out in Section 2.1 of the Circular to Shareholders dated 19 April 2013, subject to the following:- (i) THAT the RRPTs are:- (a) necessary for the day-to-day operations; (b) undertaken in the ordinary course of business and at arm's length basis and are on terms not more favourable to the related parties than those generally available to the public; and (c) are not detrimental to the shareholders of the Company; and (ii) THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:- (a) the conclusion of the next AGM of the Company at which time it will lapse unless by a resolution passed at the meeting, the authority is renewed; (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier. AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the RRPTs contemplated and/or authorised by this Ordinary Resolution."	Resolution 10
9	SPECIAL RESOLUTION 1 AMENDMENT TO THE ARTICLES OF ASSOCIATION "THAT the proposed amendment to the Articles of Association of the Company as contained in the Appendix A attached to the Annual Report 2012 be and is hereby approved."	Special Resolution 1
10	To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act, 1965.	

BY ORDER OF THE BOARD

TEOH KOK JONG (LS 04719)

Company Secretary

Kuala Lumpur

Date: 23 April 2013

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Eighth Annual General Meeting, the First and Final Single Tier Dividend of 2.0 sen per ordinary share in respect of the financial year ended 31 December 2012 shall be paid on 30 May 2013 to the shareholders registered in the Record of Depositors at the close of business on 20 May 2013.

A Depositor shall qualify for the entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 20 May 2013 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

NOTES:-

- Only depositors whose names appear in the Record of Depositors as at 8 May 2013 be regarded as members and entitled to attend, speak and vote at the meeting.
- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the proxy.
- To be valid this form duly completed must be deposited at the Registered Office of the Company at Suite B13A-4, Tower B, Level 13A, Northpoint Offices, Mid Valley City, No.1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- A Member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
- Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint more than 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.

EXPLANATORY NOTES ON ORDINARY BUSINESS

Item 1

This agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Resolution 2

It is proposed that the fee for the Non-Executive Directors of the Company be reduced from RM 240,000 per annum to RM 216,000 per annum. The proposal to reduce the Directors' fee is being made after taking into consideration the profitability of the Group for financial year ended 31 December 2012.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 9

The proposed Resolution 9, is a renewal of the previous year mandate and if passed, is to empower the Directors to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares issued does not exceed ten per centum (10%) of the issued share capital of the Company for the time being.

The previous mandate approved on 15 May 2012 was not utilized and accordingly no proceeds were raised.

The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

Resolution 10

The proposed Resolution 10, is a renewal of the previous year Shareholders' Mandate and if passed will allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature in order to comply with Paragraph 10.09 of Chapter 10 and Practice Note 12 of the Bursa Malaysia Securities Listing Requirements. The mandate will take effect from the date of the passing of the Ordinary Resolution until the next Annual General Meeting of the Company.

Further information on the Proposed Renewal of Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature is set out in the Circular to Shareholders of the Company dated 19 April 2013 which is despatched together with the Company's Annual Report 2012.

Special Resolution 1

The proposed Amendments are to streamline the Articles of Association to comply with the recent amendments to the Bursa Malaysia Securities Berhad Main Market Listing Requirements effective from 3 September 2012.

APPENDIX A

Article	Existing Provisions	Amended Provisions	Rationale
Art 149	Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or Record of Depositors or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.	Any cash distributions including dividend, interest, profit rates, income distributions, capital repayment or other money payable in cash in respect of shares securities may be paid by cheque or warrant sent through the post directed to the registered address of the holder who is named on the Register of Members or Record of Depositors or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.	To streamline the Articles of Association to comply with the recent amendments to Paragraph 8.26A, Chapter 8 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.