# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting of the Company will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 8 December 2011 at 11.30 a.m. for the transaction of the following businesses:

To lay and discuss on the Directors' Report and the Audited Financial Statements for the financial year ended 30 June 2011 together with the Auditors' Report thereon.

To refer to Explanatory Note 1

2. To declare a Final Dividend of 5% less 25% Income Tax for the financial year ended 30 June 2011.

**Ordinary Resolution 1** 

To approve the payment of Directors' fees for the financial year ended 30 June 2011.

**Ordinary Resolution 2** 

To re-elect the following Directors who retire pursuant to Article 96 of the Articles of Association of the Company:

> **Ordinary Resolution 3 Ordinary Resolution 4**

(i) Mr Chiang Sang Sem (ii) Mr Chong Chin Look

**Ordinary Resolution 5** 

(iii) Datuk Ng Peng Hong @ Ng Peng Hay

**Ordinary Resolution 6** 

5. To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration.

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

6. Authority to 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 of the Company"

**Ordinary Resolution 7** 

7. To transact any other ordinary business of the Company for which due notice shall have been given.

## NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders of the Company at the Twentieth Annual General Meeting, a Final Dividend of 5% less 25% Income Tax for the financial year ended 30 June 2011 will be paid on 29 December 2011 to the Depositors whose names appear in the Record of Depositors at the close of business on 19 December 2011.

## Notice of Annual General Meeting (cont'd)

#### NOTICE OF DIVIDEND PAYMENT (cont'd)

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 19 December 2011 in respect of ordinary transfers; and
- (b) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

TING OI LING CHOK KWEE WAH TAN KEAN WAI Company Secretaries

Petaling Jaya 16 November 2011

#### Notes:

- 1. A member is entitled to appoint a proxy (or in the case of corporation, to appoint a representative) to attend and vote on his place. A proxy need not be a member of the Company.
- 2. The Proxy Form must be signed by the appointer or his attorney duly authorised in writing or in the case of a corporation, executed under its common seal or attorney duly authorised in that behalf.
- 3. All the Proxy Forms must be deposited at the Company's Registered Office situated at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof.

## **Explanatory Notes:**

## Item 1 of the Agenda

To lay and discuss on the Directors' Report and the Audited Financial Statements for the financial year ended 30 June 2011 together with the Auditors' Report thereon

Pursuant to Section 169 (1) of the Companies Act, 1965, this item is meant for discussion only. It does not require shareholders' approval and henceforth, this item is not put forward for voting.

## Item 6 of the Agenda

Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 7 is for the purpose of granting a general mandate for renewal ("General Mandate") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965 to issue new shares in the Company from time to time provided that aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier.

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 general meeting held on 3 December 2010 and which will lapse at the conclusion of the forthcoming 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 the purpose of funding future investment project(s), working capital and/or acquisitions.