

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fiftieth Annual General Meeting of the Company will be held at Ballroom 1, Sunway Putra Hotel (formerly the Legend Hotel), 100 Jalan Putra, 50350 Kuala Lumpur on Wednesday, 27 June 2012 at 2.30 p.m. for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2011 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
2. To approve a Final Dividend of 2.86 sen per ordinary share for the financial year ended 31 December 2011 comprising the following:- **Ordinary Resolution 2**
 - (a) Gross Final Dividend of 0.44 sen per ordinary share (less 25% tax); and
 - (b) Final Tax Exempt Dividend of 2.42 sen per ordinary share.
3. To re-elect the following Directors retiring under Article 91 of the Articles of Association of the Company:- **Ordinary Resolution 3**
 - (a) Dato' Azmi bin Mohd. Ali **Ordinary Resolution 4**
 - (b) Khalid bin Sufat
4. To approve the ordinary remuneration amounting to RM411,976 payable to the Directors entitled to receive the ordinary remuneration for the financial year ended 31 December 2011. **Ordinary Resolution 5**
5. To approve the increase in the ordinary remuneration payable to the Directors entitled to receive the ordinary remuneration with effect from 1 January 2012, in the manner as determined by the Board, as follows:- **Ordinary Resolution 6**
 - (a) Payment of RM100,000 per annum for the Chairman of the Board;
 - (b) Payment of RM75,000 per annum for each Non-Executive Director.
6. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**
7. To transact any other business of which due notice shall have been received.

As Special Business

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

8. Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate") **Ordinary Resolution 8**

"That subject to the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and/or its subsidiaries shall be mandated to enter into the recurrent related party transactions of a revenue or trading nature with the related party as specified in Sections 2.2.1 and 2.2.5 of the Circular to Shareholders dated 5 June 2012 which are necessary for the Company and/or its subsidiaries' day-to-day operations subject further to the following:-

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- (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 such mandate was passed, 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 the date it 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,whichever is the 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."

9. **Proposed Amendments to the Articles of Association of the Company ("Proposed Amendments")**

Special Resolution 1

"That the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in the Circular to Shareholders dated 5 June 2012 be and is hereby approved."

NOTICE OF BOOK CLOSURE

NOTICE IS HEREBY GIVEN that subject to the approval of the Shareholders at the forthcoming AGM, a Final Dividend of 2.86 sen per ordinary share comprising Gross Final Dividend of 0.44 sen per ordinary share (less 25% tax) and Final Tax Exempt Dividend of 2.42 sen per ordinary share in respect of the Company's financial year ended 31 December 2011 will be paid on 24 July 2012 to shareholders whose names appear in the Record of Depositors on 3 July 2012.

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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 3 July 2012 in respect of ordinary transfer;
- (b) Shares deposited into the Depositor's Securities Account before 12.30 p.m. on 29 June 2012 in respect of shares which are exempted from mandatory deposit; and
- (c) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

NOOR AZWAH BINTI SAMSUDIN (LS 0006071)

IBRAHIM HUSSIN SALLEH (LS 0009121)

Company Secretaries

Kuala Lumpur

Date: 5 June 2012

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 shareholdings to be represented by each proxy.
3. 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.
4. The instrument appointing a proxy must be deposited at the Company's Registrar, Symphony Share Registrars Sdn. Bhd. Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- (i) Ordinary Resolution 8 – Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate").

The explanatory notes on Ordinary Resolution 8 are set out in the Circular to Shareholders dated 5 June 2012.

- (ii) Special Resolution 1–Proposed Amendments to the Articles of Association of the Company ("Proposed Amendments").

The Special Resolution 1 proposed, if passed, will render the Articles of Association of the Company to be consistent with the new requirements under Chapter 7 of the Listing Requirements pursuant to Bursa Malaysia Securities Berhad's letter dated 22 September 2011.