



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 48th Annual General Meeting of the Company will be held at Kinabalu Auditorium, The Podium Auditorium & Conference Centre, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Wednesday, 29 June 2011 at 10.00 a.m. for the following purposes:-

## **As Ordinary Business:**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2010 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 5 below)**
2. To approve the payment of Directors' Fees for the financial year ended 31 December 2010. **(Resolution 1)**
3. To re-elect as Director, Mr Lee Chaing Huat, who is retiring by rotation pursuant to Article 96 of the Company's Articles of Association. **(Resolution 2)**
4. To re-elect as Director, Tan Sri Datuk Dr. Ninian Mogan Lourdenadin, who is retiring by rotation pursuant to Article 96 of the Company's Articles of Association. **(Resolution 3)**
5. To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 4)**

## **As Special Business:**

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

6. Authority to issue shares pursuant to Section 132D of the Companies Act, 1965 **(Resolution 5)**  

“THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and approvals from other governmental/regulatory bodies where such approvals shall be necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965, from time to time to issue ordinary shares from the unissued capital of the Company upon such terms and conditions and at such times as may be determined by the Directors of the Company to be in the interest of the Company, provided always that the aggregate number of shares to be issued pursuant to this resolution in any one financial year shall not exceed 10 percent of the issued capital for the time being of the Company.”
7. Proposed renewal of existing shareholder mandate for recurrent related party transactions and new shareholder mandate for additional recurrent related party transactions of a revenue or trading nature. **(Resolution 6)**

“THAT, subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries shall be mandated to enter into such recurrent transactions of a revenue or trading nature which are necessary for their day-to-day operations and with those related parties as specified in Section 2.2 of the Circular dated 6 June 2011 subject further to the following:-



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- (a) the transactions are in the ordinary course of business and are on terms not more favourable than those generally available to the public; and
- (b) disclosure will be made in the Annual Report of the aggregate value of transactions conducted during the financial year, including amongst others, the following information:-
  - (i) the type of recurrent transactions made; and
  - (ii) the names of the related parties involved in each type of the recurrent transactions made and their relationship with the Company and/or its subsidiaries.

AND THAT such mandate shall commence upon passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting; or
- (ii) the expiration of the period within which the next AGM 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
- (iii) revoked or varied by a resolution passed by the shareholders at a general meeting before the next AGM;

whichever is the earliest.

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the mandate.”

By Order of the Board

**CHONG SIEW HOONG (MIA 5062)**  
**ONG HUA MENG (MIA 6346)**  
**Company Secretaries**

Kuala Lumpur  
6 June 2011



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## Notes:

1. A member of the Company entitled to attend and vote at this Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which, the appointment shall be invalid.
2. 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 under its Common Seal or the hand of its attorney.
3. The original Form of Proxy must be deposited at the Registered Office of the Company at Level 17, Menara MBf, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof.
4. Only members registered in the Record of Depositors on or before 5.00 p.m. as at 23 June 2011 shall be eligible to attend this Meeting.
5. Explanatory Notes on Ordinary Business

Agenda No. 1 is meant for discussion only as the provisions of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association do not require the audited financial statements to have the formal approval of the shareholders. Hence, the matter will not be put forward for voting.

6. Explanatory Notes on Special Business

- a. Resolution 5 - Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The proposed resolution, if passed, will give the Directors of the Company, from the date of this Meeting, authority to issue and allot ordinary shares from the unissued capital of the Company being for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expires at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

At the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 47th AGM held on 29 June 2010 which will lapse at the conclusion of the 48th AGM.

The renewal of this general mandate will enable the Directors to take swift action in case of a need for corporate exercise or in the event of any business opportunities requiring the issue of new shares and to avoid incurring cost to convene a general meeting to approve such issue of shares.

- b. Resolution 6 - Proposed renewal of shareholder mandate for existing recurrent related party transactions and new shareholder mandate for additional recurrent related party transactions of a revenue or trading nature

The proposed resolution, if passed, is a shareholders' mandate for the Company and/or its subsidiaries to enter into existing and additional recurrent related party transactions ("RRPT"). These RRPT are necessary for the Group's day-to-day operations in the ordinary course of business and are based on commercial terms which are not more favourable to the related parties than those generally available to the public. The said mandate shall lapse at the conclusion of the next AGM unless it is revoked or varied by a resolution passed by the shareholders of the Company at a general meeting.

Shareholders are requested to refer to the enclosed Circular to Shareholders dated 6 June 2011 for additional information.

## **Statement Accompanying Notice of Annual General Meeting Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

No individual is seeking election as a Director at the forthcoming 48th AGM of the Company.