



## NOTICE OF SEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Seventh Annual General Meeting of the Company will be held at Dewan Merpati, Level 6, Renaissance Kota Bharu Hotel, Kota Sri Mutiara, Jalan Sultan Yahya Petra, 15150 Kota Bharu, Kelantan on Thursday, 25 March 2010 at 12:00 noon for the following purposes:-

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 October 2009 together with the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
- To approve the declaration of a Final Dividend of 4 sen per share tax exempt for the financial year ended 31 October 2009. **(Resolution 2)**
- To approve the payment of Directors' fees for the financial year ended 31 October 2009. **(Resolution 3)**
- To re-elect the following Directors who retire pursuant to Article 114 of the Company's Articles of Association and being eligible, have offered themselves for re-election: - **(Resolution 4)**  
(a) Mr. Low Chin Guan; and **(Resolution 5)**  
(b) Mr. Toh Seng Thong **(Resolution 6)**
- 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 6)**
- As Special Business**  
To consider and, if thought fit, to pass the following Ordinary Resolutions:-

#### ORDINARY RESOLUTION 1

##### **- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

**(Resolution 7)**

"THAT subject to Section 132D of the Companies Act, 1965 and 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 to such persons 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 does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities"); **AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

#### ORDINARY RESOLUTION 2

##### **- PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**

**(Resolution 8)**

"THAT, subject to the compliance with Section 67A of the Companies Act, 1965 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing issued and paid-up ordinary share capital of the Company including the shares previously purchased and retained as Treasury Shares (if any), upon such terms and conditions as set out in the Circular to Shareholders dated 3 March 2010.

**AND THAT** such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of Bursa Securities Main Market Listing Requirements and any other relevant authorities.

**AND THAT** authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends; in such manner as may be permitted and prescribed by the provisions of the Bursa Securities Main Market Listing Requirements and any other relevant authorities.

**AND THAT** authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company. "

- To transact any other ordinary business of which due notice has been given.

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** a Final Dividend of 4 sen per share tax exempt in respect of the financial year ended 31 October 2009 will be payable on 20 April 2010 to depositors who are registered in the Record of Depositors at the close of business on 25 March 2010, if approved by members at the forthcoming Seventh Annual General Meeting on 25 March 2010.

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

- Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 25 March 2010 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

Chua Siew Chuan (MAICSA 0777689)

Pan Seng Wee (MAICSA 7034299)

Company Secretaries

Kota Bharu

Dated : 3 March 2010

#### Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 March 2010 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where two (2) proxies are appointed, a member shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid provided that where a member of the Company is an authorised nominee as defined in accordance with the provisions of the Central Depositories Act, it may appoint at least 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. If a member appoints two (2) proxies, he must specify which proxy is entitled to vote on a show of hands, only one of those proxies is entitled to vote on a show of hands. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney.
- The instrument appointing a proxy must be deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.

#### Explanatory Notes To Special Business:

- Ordinary Resolution 1

##### **- Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

The above Ordinary Resolution 1, if passed, will empower the Directors of the Company 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 10% of the issued share capital of the Company during the preceding twelve (12) months for the time being.

The General Mandate will provide flexibility to the Company for allotment of shares via the exercise of the Employees' Share Option Scheme ("ESOS") by its employees and 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 acquisition(s).

As at the date of this Notice, 6,364,910 new shares in the Company were issued pursuant to the mandate granted to the Directors at the Sixth Annual General Meeting held on 26 March 2009 and which will lapse at the conclusion of the Seventh Annual General Meeting. The proceeds of RM 6,678,611 raised from the issuance of 6,364,910 new shares via the exercise of the ESOS and placement of shares as at the date of this Notice were utilised mainly for working capital of the Company.

- Ordinary Resolution 2

##### **- Proposed Renewal of Authority for Share Buy-Back**

The proposed adoption of Ordinary Resolution 2 is to renew the authority granted by the shareholders of the Company at the Sixth Annual General Meeting held on 26 March 2009. The proposed renewal will allow your Directors to exercise the power of the Company to purchase not more than 10% of the issued and paid-up share capital of the Company any time within the time period stipulated in Bursa Securities Main Market Listing Requirements.