

NOTICE OF 38th ANNUAL GENERAL MEETING

NOTICE IS HEREBY given that the Thirty-Eighth Annual General Meeting of the Company will be held at the Auditorium, 3rd Floor, Bangunan Malaysian Re, No. 17, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur on Friday, 23 September 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 March 2011 and the Reports of the Directors and Auditors thereon. **(Ordinary Resolution 1)**
2. To approve the payment of a First and Final Dividend of twenty percent (20%) less twenty five percent (25%) income tax, for the financial year ended 31 March 2011. **(Ordinary Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Article 86 of the Company's Articles of Association:
 - (i) Sharkawi Alis **(Ordinary Resolution 3)**
 - (ii) Dato' Syed Ariff Fadzillah Syed Awalluddin **(Ordinary Resolution 4)**
4. To approve Directors' remuneration amounting to RM685,000 for the year ended 31 March 2011 (2010: RM725,000). **(Ordinary Resolution 5)**
5. To re-appoint Messrs Ernst & Young as Auditors and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolution:

6. **Re-appointment of Director retiring pursuant to Section 129(6) of the Companies Act, 1965**

"THAT Datuk Mohd Khalil Dato' Mohd Noor, being over the age of seventy (70) years and retiring in accordance with Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 7)**

To consider and if thought fit, pass with or without modification, the following Special Resolution:

7. **Proposed Amendments to the Articles of Association of the Company**

"THAT Article 140 of the Company's Articles of Association be deleted in its entirety and substituted by the following new Article 140:-

Existing Provision

Any dividend, interest or other moneys 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 or, in the case of joint holders, to the registered address of that one (1) of the joint holders who is first named on the Register or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby and made payable to the order of the person to whom it is sent. Any one (1) of two (2) or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.

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Revised Provisions

- (1) Subject to the provision of the Act, the Central Depositories Act and the Rules, the Listing Requirements and/or regulatory authorities, payment of dividend may be made by direct transfer or such other mode of electronic means to the bank account of the holder whose name appears in the Record of Depositors or, if more than one (1) person is entitled thereto in consequence of the death or bankruptcy of the holder, payment in such manner to the bank account of any one (1) of such persons or to the bank account of such person as such persons may by writing direct. The payment of any dividend by such electronic means shall constitute a good and full discharge to the Company of the dividend to which it relates regardless of any discrepancy given by the Member in the details of bank account(s).
- (2) Subject to the provision of the Act, the Central Depositories Act and the Rules, any dividend, interest or other money payable in cash in respect of shares may be paid by banker's draft, money order, cheque or warrant sent through the post to the address of the holder or in case of joint holders to the address of that one (1) whose name stands first on the Record of Depositors or to such person and to such address as the holder or joint holders may by writing direct. Every such draft, money order, cheque or warrant shall be made payable to the order of the persons to whom it is sent or to such person as the holder or joint holders may direct and payment of same if purporting to be endorsed shall be a good discharge to the Company. Every such draft, money order, cheque or warrant shall be sent at the risk of the persons entitled to the money represented thereby. **(Special Resolution 1)**

8. To transact any other business which may properly be transacted at the Annual General Meeting.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the Thirty-Eighth Annual General Meeting to be held on 23 September 2011, a First and Final Dividend of twenty percent (20%) less twenty-five percent (25%) income tax will be paid on 19 October 2011 to the shareholders whose name appear in the Register of Depositors on 4 October 2011.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 4 October 2011 in respect of ordinary transfers.
- (b) 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

NORAZMAN HASHIM (MIA 5817)

LENA ABD LATIF (LS 8766)

Company Secretaries

Kuala Lumpur

26 August 2011

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NOTE:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his behalf. A proxy need not be a member of the Company.
2. A member may appoint more than two (2) proxies to attend the meeting provided the member shall specify in each proxy the proportion of the member's shareholdings to be represented by each proxy and only one (1) proxy shall be entitled to vote on a show of hands.
3. Where a member is an authorized nominee, it may appoint at least one (1) proxy in respect of each securities account it holds.
4. An Instrument appointing a proxy shall be in writing, and in the case of an individual shall be signed by the appointer or by his attorney duly authorized in writing, and in the case of a Corporation shall be either given under its common seal or signed on its behalf by its attorney or an officer of the Corporation so authorised.
5. All proxies must be deposited at the office of the Share Registrar of the Company, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJJU 1A/46, 47301 Petaling Jaya, Selangor, not less than forty-eight (48) hours before the time set for the Annual General Meeting or any adjournment thereof.

6. **Payment of First and Final Dividend**

Pursuant to Section 8.26 of the Main Market Listing Requirements of Bursa Securities Malaysia Berhad the First and Final Dividend, if approved, will be paid no later than three (3) months from the shareholders' approval.

7. **Explanatory Notes on Special Business**

(i) Ordinary Resolution 7 - Re-appointment of Directors pursuant to Section 129(6) of the Companies Act, 1965

The proposed Ordinary Resolution 7 is to seek shareholders' approval for the re-appointment of director who is over the age of seventy (70) years and retiring in accordance with Section 129(6) of the Act. If passed, it will enable the Director to hold office until the next AGM of the Company.

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

The Special Resolution 1, proposed under item 7 of the Agenda, if passed, will allow the Company to incorporate the amendment to Article 140 of the Company's Articles of Association. The proposed amendment is to streamline the Company's Articles of Association with the provisions of the Companies Act, 1965 and the Main Market Listing Requirement of Bursa Malaysia Securities Berhad.