



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING** of the Company will be held at Ballroom 1, 1st Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 31 March 2011 at 11.00 a.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements of the Company and of the Group for the year ended 31 December 2010 and Reports of the Directors and Auditors thereon. **Resolution 1**
2. To declare a first and final dividend of 9% less 25% income tax for the financial year ended 31 December 2010. **Resolution 2**
3. To approve payment of Directors' Fees amounting to RM530,000.00 for the financial year ended 31 December 2010. **Resolution 3**
4. To re-elect the following Directors who retire in accordance with Article 86 of the Company's Articles of Association and who being eligible offer themselves for re-election:- **Resolution 4**
  - (i) Tan Sri Abdul Halim bin Ali **Resolution 5**
  - (ii) Syed Zaid bin Syed Jaffar Albar **Resolution 6**
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration. **Resolution 6**
6. To transact any other ordinary business of which due notice shall have been given.  
Special Business:
7. To consider and if thought fit, to pass the following resolution as Special Resolution:

**SPECIAL RESOLUTION 1**

Proposed Amendment to the Articles of Association

"That the Company's Articles of Association be hereby amended by deleting the existing Article 116 in its entirety and substituting the following new article 116:-

The existing Article 116

"Unless otherwise directed, any dividend may be paid by cheque, warrant, or Post Office Order, sent through the post to the registered address of the member entitled, or in case of joint holders to that one whose name shall stand first on the Register in respect of the joint holding, and every cheque so sent shall be made payable to the order of the person to whom it is sent. The Company shall not be responsible for the loss of any cheque, warrant or Post Office, which shall be sent by post duly addressed to the member for whom it is intended."

New Article 116

"Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent, and payment of the cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be a good and full discharge to the Company of the dividend to which it relates, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented."

**Resolution 7**

8. To consider and if thought fit, to pass the following resolution as Special Resolution:

**SPECIAL RESOLUTION 2**

Proposed Amendment to the Articles of Association

"That the Company's Articles of Association be hereby amended by inserting the following new article:-

New Article 94A

"The meeting of Directors may be conducted by means of telephone or other methods of simultaneous communication by audio/visual conferencing, electronic, telegraphic or other means by which all persons participating in the meeting are able to hear and be heard at all times by all other participants without the need for a Director to be in the physical presence of the other Directors and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting. The Directors participating in any such meeting shall be counted in the quorum for such meeting and subject to there being a requisite quorum at all times during such meeting, all resolutions passed in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. A Director may disconnect or cease to participate in the meeting if he makes known to all other Directors participating that he is ceasing to participate in the meeting. The minutes of such a meeting signed by the Chairman shall be conclusive evidence of any resolution of any meeting conducted in the manner as aforesaid. A meeting conducted by the aforesaid means is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors participating in the meeting was at that place for the duration of the meeting."

**Resolution 8**

**BY ORDER OF THE BOARD**

KOH AI HOON (MAICSA 7006997)

TONG LEE MEE (MAICSA 7053445)

**COMPANY SECRETARIES**

Kuala Lumpur

9 March 2011

**Explanatory Notes to Special Business:-**

**1. Proposed Amendment to the Article 116 of the Articles of Association of the Company**

The proposed amendment to Article 116 will facilitate the payment of cash dividend entitlements via electronic transfer directly into the bank accounts of shareholders (eDividend). eDividend provides the shareholders faster access to cash dividend, eliminates the inconvenience of having to deposit the dividend cheques and problems such as misplaced, lost or expired cheques and unauthorized deposit of dividend cheques.

**2. Proposed insertion of new Article 94A of the Articles of Association of the Company**

The proposed insertion of new Article 94A is to allow the Directors' Meeting to be conducted by electronic means without the need for a Director to be physically present and participate in the meeting. This is to promote greater efficiency in decision making process and to promote cost and time savings.

**Notes:-**

1. A proxy 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. To be valid, this form duly completed must be deposited at the Company's registered office at 11th Floor, Wisma MBSB, 48 Jalan Dungan, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting.
3. A member entitled to attend and vote at the abovementioned meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company.
4. In the case of a corporate body, the proxy appointed must be in accordance with its Memorandum & Articles of Association and the instrument appointing a proxy shall be given under the company's common seal or under the hand of an officer or attorney duly authorised.
5. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
6. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
7. If the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of its attorney.