

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 36th Annual General Meeting (AGM) of the Company will be held at Permai Room, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor Darul Ehsan on Thursday, 6 December 2012 at 10.00 a.m. for the purpose of transacting the following businesses:

AGENDA

1. To receive the Audited Financial Statements for the year ended 31 July 2012 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM391,935 for the year ended 31 July 2012 (2011: RM360,348). **(Resolution 1)**
3. To re-elect the following Directors who retire pursuant to Article 95 of the Company's Articles of Association:
 - a. Y Bhg Tan Sri Dato' Seri Dr Haji Zainul Ariff bin Haji Hussain **(Resolution 2)**
 - b. Y Bhg Dato' Haji Azmi bin Mat Nor **(Resolution 3)**
 - c. Mr Saw Wah Theng **(Resolution 4)**
4. To re-elect Y M Tunku Afwida binti Tunku A.Malek who retires pursuant to Article 101 of the Company's Articles of Association. **(Resolution 5)**
5. To consider and, if thought fit, pass the following resolutions in accordance with Section 129 of the Companies Act, 1965:
 - a. "THAT Y M Raja Dato' Seri Abdul Aziz bin Raja Salim retiring pursuant to Section 129 of the Companies Act, 1965, be re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting." **(Resolution 6)**
 - b. "THAT Y Bhg Tan Sri Dato' Mohd Ramli bin Kushairi retiring pursuant to Section 129 of the Companies Act, 1965, be re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting." **(Resolution 7)**
 - c. "THAT Y Bhg Dato' Seri Ir Kamarul Zaman bin Mohd Ali retiring pursuant to Section 129 of the Companies Act, 1965, be re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting." **(Resolution 8)**
6. To re-appoint Messrs Ernst & Young, the retiring Auditors and to authorise the Directors to fix their remuneration. **(Resolution 9)**
7. As Special Business:

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

Ordinary Resolutions:

a) Authority to Directors to Allot and Issue Shares

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised with full powers to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital for the time being of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued."

(Resolution 10)

b) Proposed Renewal of Share Buy-back Authority

"THAT subject to the provisions of the Companies Act, 1965, the Articles of Association of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and the approvals of all relevant government and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each of the Company ("Proposed Share Buy-back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital for the time being of the Company and an amount not exceeding the retained profits and/or share premium of the Company be allocated by the Company for the Proposed Share Buy-back;

THAT at the discretion of the Directors, upon such purchase by the Company of its own shares, the purchased shares will be cancelled and/or retained as treasury shares and subsequently be cancelled, distributed as dividends or resold on Bursa Securities;

THAT the Directors be and are hereby empowered to do all acts and things and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as the Directors may deem fit and expedient in order to implement, finalise and give full effect to the Proposed Share Buy-back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by any relevant authorities and/or any amendments, variations and/or modifications in the interest of the Company as may be approved by any relevant authorities if such approvals are required;

AND THAT the authority hereby given shall commence immediately upon the passing of this resolution and shall continue in force until:

- i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by ordinary resolution passed at the AGM, the authority is renewed either unconditionally or subject to conditions; or
- ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first, but not so as to prejudice the completion of the purchase of its own shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of Bursa Securities Main Market Listing Requirements or any other relevant authorities."

(Resolution 11)

Special Resolution

c) Proposed Amendments to the Articles of Association of the Company

"THAT the proposed amendments to the existing Articles of Association of the Company as set out in Part B of the Statement to Shareholders dated 8 November 2012 be and are hereby approved and adopted.

AND THAT the Directors be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Amendments to the Articles of Association of the Company."

(Resolution 12)

8. To transact any other business of which due notice shall have been given.

GENERAL MEETING RECORD OF DEPOSITORS

FURTHER NOTICE IS HEREBY GIVEN that for the purpose of determining a member's eligibility to attend and vote at the 36th AGM, the Company shall obtain a General Meeting Record of Depositors as at 29 November 2012 from Bursa Malaysia Depository Sdn Bhd in accordance with Article 67 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991. Only depositors whose names appear therein shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the AGM.

By Order of the Board

Lim Soo Lye

Tee Yew Chin

Company Secretaries

Petaling Jaya

8 November 2012

Notes:

1. Appointment of Proxy(ies)

- a. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy but 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. There shall be no restriction as to the qualification of a proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- b. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- c. 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 but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. If more than one (1) proxy is appointed, the appointment shall be invalid unless the Authorised Nominee specifies the proportions of the shareholdings to be represented by each proxy.
- d. Where a member is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds. If more than one (1) proxy is appointed, the appointment shall be invalid unless the Exempt Authorised Nominee specifies the number of shares to be represented by each proxy.
- e. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- f. In the case of a corporate member, the Form of Proxy shall be under its Common Seal or under the hand of its attorney.
- g. The Form of Proxy must be deposited at the Company's Registered Office situated at Menara Gamuda, D-16-01, Block D, P.J Trade Centre, No. 8, Jalan PJU 8/8A, Bandar Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.

2. Explanatory Notes on Special Business

a. Resolution 10

The proposed Resolution 10 if passed, will empower the Directors to issue shares of the Company up to a maximum of 10% of the issued share capital of the Company for the time being, for any possible fund raising activities for the purposes of funding future investment projects, working capital, acquisitions and/or for strategic reasons. It is a new general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting to specifically approve such issuance of shares. The authorisation, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

b. Resolution 11

Please refer to Part A of the Statement to Shareholders dated 8 November 2012 for further information.

c. Resolution 12

Please refer to Part B of the Statement to Shareholders dated 8 November 2012 for further information.

3. Statement Accompanying Notice of AGM

There is no individual standing for election (excluding re-election) as a Director at the forthcoming 36th AGM of the Company.