

**NOTICE OF 39TH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirty-Ninth Annual General Meeting of the Company will be held at Ballroom Selangor 2 & 3, Sheraton Subang Hotel & Towers, Jln SS12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Tuesday, 28 April 2009 at 11.00 a.m. for the following purposes:

**AGENDA****Ordinary Business**

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2008 together with the Directors' and Auditors' reports thereon. **Ordinary Resolution 1**
2. To approve the payment of a Final Dividend of 7.5 sen per 50 sen share less Malaysian income tax for the financial year ended 31 December 2008. **Ordinary Resolution 2**
3. To re-elect the following Directors who retire pursuant to Article 92(a) of the Articles of Association of the Company:  
(a) Dato' Lim Say Chong **Ordinary Resolution 3**  
(b) Dato' Chin Voon Loong **Ordinary Resolution 4**
4. To re-elect the following Directors who retire pursuant to Article 92(e) of the Articles of Association of the Company:  
(a) Jørn Peter Jensen **Ordinary Resolution 5**  
(b) Graham James Fewkes **Ordinary Resolution 6**
5. To approve the payment of Directors' fees of RM321,000.00 for the financial year ended 31 December 2008. **Ordinary Resolution 7**
6. To re-appoint Messrs KPMG as Auditors of the Company and to authorize the Directors to fix their remuneration. **Ordinary Resolution 8**
7. To transact any other Ordinary Business for which due notice has been given.

**Special Business**

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

8. **AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **Ordinary Resolution 9**

**"THAT** subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares and allot in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this Resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being;

**AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and **THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

9. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY** **Ordinary Resolution 10**

**"THAT,** subject to compliance with Section 67A of the Companies Act 1965, the Requirements of Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority, approval be and is hereby given to the Company to utilise not more than RM256.2 million being the combined total of the audited distributable retained earnings and share premium reserves of the Company as at 31 December 2008 which stood at RM248.8 million and RM7.4 million respectively, to purchase on Bursa Securities up to 28,477,800 ordinary shares of RM0.50 each of the Company which together with the 2,330,000 ordinary shares of RM0.50 each already purchased earlier and retained as treasury shares, represents 10% of the enlarged issued and paid-up share capital of 308,078,000 ordinary shares of RM0.50 each **AND THAT** upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to:

- (a) cancel ALL or PART of the shares so purchased and/or to retain ALL or PART of the shares in treasury ("the treasury shares");
- (b) distribute the treasury shares as dividends to the Company's shareholders for the time being and/or to resell the treasury shares on Bursa Securities; AND/OR
- (c) cancel the shares so purchased or cancel the treasury shares and transfer the amount by which the Company's issued capital is diminished to the capital redemption reserve and subsequently apply the capital redemption reserve to pay up unissued shares of the Company to be issued to the Company's shareholders as fully paid bonus shares,

whereby an announcement regarding the intention of the Directors of the Company in relation to the proposed treatment of the shares purchased and rationale thereof has been made to Bursa Securities **AND THAT** such authority from the shareholders would be effective immediately upon passing of this Ordinary Resolution and the aforesaid authority from the shareholders will expire at the conclusion of the next Annual General Meeting ("AGM") unless the authority is renewed by ordinary resolution passed at the said AGM (either unconditionally or subject to condition), or upon the expiration of the period within which the next AGM is required by law to be held or if earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authority **AND THAT** authority be and is hereby given to the Directors of the Company to take all such steps as are necessary including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991, and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company".

10. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** **Ordinary Resolution 11**

**"THAT** approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to specified recurrent transactions of a revenue or trading nature and with specified classes of the related parties as stated in Clause 3.3 of the Circular to Shareholders dated 1 April 2009 which are necessary for the Group's day to day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public where applicable and are not to the detriment of the minority shareholders;
- (b) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and such approval shall continue to be in force until:
  - (i) the conclusion of the next AGM of the Company at which time it will lapse, unless by resolution passed at the next AGM whereby the authority is renewed;
  - (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Malaysian Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - (iii) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is earlier; and
- (c) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

**NOTICE OF DIVIDEND PAYMENT AND CLOSURE OF REGISTER**

**NOTICE IS HEREBY GIVEN THAT,** subject to the approval of the shareholders at the Thirty-Ninth Annual General Meeting to be held on Tuesday, 28 April 2009 a Final Dividend of 7.5 sen per 50 sen share less Malaysian income tax for the financial year ended 31 December 2008 will be payable on 18 May 2009 to shareholders registered in the Register of Members and Record of Depositors at the close of business on 5 May 2009.

A depositor shall qualify for entitlement to the dividends only in respect of:

- (a) Shares transferred into the depositor's securities account before 4.00 p.m. on 5 May 2009 in respect of transfers;
- (b) Shares deposited into the depositor's securities account before 12.30 p.m. on 30 April 2009 (in respect of shares which are exempted from mandatory deposit);
- (c) 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****CHONG CHOON YENG (MIA 26002)**

Secretary

Shah Alam

1 April 2009

**Notes:**

1. A member entitled to attend and vote at the meeting may appoint **ONE** person as his proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where the Proxy Form is executed by a corporation, it must be either under its Seal or under the hand of an officer or attorney duly authorised.
3. The Proxy Form must be deposited at the Registered Office at No. 55 Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor, not less than 48 hours before the time set for holding the meeting.
4. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 50 (9b) of the Articles of Association of the Company and Paragraph 718 (2) of the Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 22 April 2009 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

**EXPLANATORY NOTES ON SPECIAL BUSINESS****Ordinary Resolution 9 - Authority for directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965**

This resolution is proposed pursuant to Section 132D of the Companies Act, 1965, and if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares from the unissued share capital of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

**Ordinary Resolution 10 - Proposed Renewal of Share Buy Back Authority**

The detailed text on Ordinary Resolution 10 on the Proposed Renewal of Share Buy Back Authority is included in the Circular to Shareholders dated 1 April 2009 which is enclosed together with the Annual Report.

**Ordinary Resolution 11 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

The detailed text on Ordinary Resolution 11 on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is included in the Circular to Shareholders dated 1 April 2009 which is enclosed together with the Annual Report.