

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Sixth Annual General Meeting of the Company will be held at Dewan Seroja, Kelab Golf Perkhidmatan Awam, Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 26 July 2013 at 11.00 a.m. to transact the following businesses:

### A G E N D A

#### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 January 2013 and the Reports of Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
2. To re-elect Mr Lim Kim Chu who is retiring in accordance with Article 69 of the Company's Articles of Association. **Ordinary Resolution 1**
3. To re-elect YBhg Dato' Wong Soon Woei who retires as a Director of the Company pursuant to Article 74 of the Company's Articles of Association. **Ordinary Resolution 2**
4. To re-elect Mr Hew Tze Kok who retires as a Director of the Company pursuant to Article 74 of the Company's Articles of Association. **Ordinary Resolution 3**
5. To re-elect Mr Tan Sik Eek who retires as a Director of the Company pursuant to Article 74 of the Company's Articles of Association. **Ordinary Resolution 4**
6. To approve the payment of Directors' Fees of RM58,508.00 for the financial year ended 31 January 2013. **Ordinary Resolution 5**
7. To re-appoint Messrs. Siew Boon Yeong & Associates as the Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 6**

#### As Special Business

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

#### 8. AUTHORITY TO ISSUE SHARES

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten per centum (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof." **Ordinary Resolution 7**

#### 9. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENTS")

"THAT the Articles of Association of the Company be and are hereby amended in the form and manner as set out in Appendix I.

AND THAT the Board of Directors be and are hereby authorised to do all such acts and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities." **Special Resolution 1**

10. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

#### BY ORDER OF THE BOARD

**LEUNG KOK KEONG (MIA 8109)**  
**WONG WEI FONG (MAICSA 7006751)**

Secretaries

Kuala Lumpur  
3 July 2013

Notes:

- (i) For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 50(f) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 18 July 2013. Only depositor whose name appears on the Record of Depositors as at 18 July 2013 shall be entitled to attend this meeting or appoint proxies to attend and/or votes on his/her behalf.
- (ii) Each member entitled to attend and vote in person may appoint up to two (2) proxies or attorneys or authorized representatives to attend and vote in its stead.
- (iii) A proxy may but need not be a Member of the Company and need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- (iv) Where a member of the Company 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 such Securities Account.
- (v) Where a member of the Company is an exempt authorised nominee 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 which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- (vi) The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the office of the Share Registrar of the Company situated at Level 17 The Gardens North Tower Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting i.e. before 11 a.m., Wednesday, 24 July 2013, or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

#### Explanatory Note on Ordinary and Special Business:

##### 1. Item 1 of the Agenda

This agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

##### 2. Item 6 of the Agenda

The proposed Ordinary Resolution 5 is in accordance with Article 76 of the Company's Articles of Association and if passed, will authorize the payment of Directors' Fees to the Directors of the Company for their services as Directors for the financial year ended 31 January 2012.

##### 3. Item 8 of the Agenda

The proposed Ordinary Resolution 7, if passed, will authorize the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all relevant governmental/regulatory bodies. This authorization will empower the Directors of the Company to issue shares notwithstanding that the authorization has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by the Directors while the authorization was in force. This authorization will expire at the conclusion of the next Annual General Meeting of the Company.

The proposed Ordinary Resolution 7 is a new mandate being sought. The previous mandate granted to the Directors by the members at the last Annual General Meeting was completed with the successful listing and quotation of 38,200,000 placement shares, representing 10% of the issued and paid-up share capital of the Company, on the ACE Market of Bursa Malaysia Securities Berhad on 19 June 2013 ("Private Placement"). The Private Placement raised a total proceed of RM3.82 million, intended to be utilized for its technology incubation fund, working capital for the Company and its subsidiaries and to cover expenses relating to the Private Placement. As at the date of this Notice, the amount is unutilized.

The purpose of the new mandate is for further possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

##### 4. Item 9 of the Agenda

The proposed Special Resolution 1, if passed, will enable the Company to amend its Articles of Association to be in line with the Listing Requirements.