

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of the Company will be held at Ballroom 1, Level 2, G Hotel, 168A, Persiaran Gurney, 10250 Penang on Wednesday, 7 May 2008 at 2:30 p.m. for the following purposes:-

AGENDA

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| <p>1. To receive the Audited Financial Statements for the year ended 30 November 2007 and Reports of the Directors and Auditors thereon.</p> | <p>Ordinary Resolution 1</p> |
| <p>2a. To re-elect the following Directors who retire pursuant to Article 94 of the Company's Articles of Association:-</p> <p style="margin-left: 20px;">i. Mr Teoh Meng Keat</p> <p style="margin-left: 20px;">ii. Mr Khoo Teng It</p> | <p>Ordinary Resolution 2</p> <p>Ordinary Resolution 3</p> |
| <p>2b. To re-elect Mr Diong Chin Teck, who retires pursuant to Section 129 of the Companies Act, 1965.</p> | <p>Ordinary Resolution 4</p> |
| <p>3. To approve Directors' fees for the year ended 30 November 2007.</p> | <p>Ordinary Resolution 5</p> |
| <p>4. To re-appoint Messrs. KPMG and to authorise the Directors to fix their remuneration.</p> | <p>Ordinary Resolution 6</p> |
| <p>5. As Special Business</p> <p>a) To consider, and if thought fit, to pass the following Ordinary Resolution:-</p> <p style="margin-left: 40px;">SECTION 132D OF THE COMPANIES ACT, 1965</p> <p style="margin-left: 40px;">"THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of all the relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorized to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors 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 AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."</p> <p>b) To consider, and if thought fit, to pass the following Special Resolution:-</p> <p style="margin-left: 40px;">PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY</p> <p style="margin-left: 40px;">"THAT the amendments to the Articles of Association of the Company contained in Appendix I be and are hereby approved."</p> | <p>Ordinary Resolution 7</p> <p>Special Resolution 1</p> |
| <p>6. To transact any other business of which due notice shall have been given.</p> | |

By Order of the Board

LAM VOON KEAN
(MIA 4793)
Company Secretary

Penang, 15 April 2008.

Notes :

1. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. 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 the said securities account.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
4. To be valid, the proxy form duly completed must be deposited at the Company's Registered Office at Suite 2-1, 2nd Floor, Menara Penang Garden, 42-A Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty eight (48) hours before the time appointed for holding the meeting.
5. The details of the Directors standing for re-election as in Agenda 2 are as more particularly disclosed in Pages 21 to 23 of the Annual Report of the Company.

Explanatory Notes on Special Business:

1. The Ordinary Resolution 7, if passed, will give authority to the Board of Directors to issued and allot ordinary shares from the unissued capital of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.
2. The Special Resolution 1, if passed, will amend the Articles of Association of the Company to be in compliance with the amendments to Chapter 7 of the Listing Requirements of Bursa Malaysia Securities Berhad.

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

THAT the Articles of Association of the Company be amended in the following manner:-

1. (a) **Existing Article 2(b) :-**
 "Approved Market Place" means a stock exchange which is specified to be an approved market place in the Securities Industry (Central Depositories) Exemption Order, 1998.
- (b) **The existing Article 2(b) be deleted in its entirety.**

2. (a) **Existing sub-title of Article 39**
 "Transmission of securities from Foreign Register"
- (b) **The existing sub-title of Article 39 be amended by deleting the words "from Foreign Register" and to read as follows:-**
 "Transmission of securities"

3. (a) **Existing Article 39(1)**
 "Where:-
 - (a) the securities of the Company are listed on an Approved Market Place; and
 - (b) the Company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act, 1991 or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as case may be, under the Rules of the Central Depository in respect of such securities,

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the Approved Market Place (hereinafter referred to as "**the Foreign Register**"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "**the Malaysian Register**") subject to the following conditions:-

 - (i) there shall be no change in the ownership of such securities; and
 - (ii) the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holder."
 - (b) **The existing Article 39(1) be amended to read as follows:-**
 "Where:-
 - (a) the securities of the Company are listed on another stock exchange; and
 - (b) the Company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act, 1991 or section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules of the Central Depository in respect of such securities,

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities."

4. (a) **Existing Article 39(2)**

"For the avoidance of doubt, no Company which fulfils the requirements of subparagraphs (1)(a) and (b) above shall allow any transmission of securities from the Malaysian Register into the Foreign Register."

(b) **The existing Article 39(2) be deleted in its entirety.**

5. (a) **Existing Article 92(2)**

"Until otherwise determined by the Company in general meeting the number of Directors shall not be less than two (2) nor more than twelve (12) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Directors or Director may act for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company. No one other than a natural person shall be a Director of the Company."

(b) **The existing Article 92(2) be amended by deleting the phrase "No one other than a natural person shall be a Director of the Company." in the last sentence of the Article to read as follows :-**

"Until otherwise determined by the Company in general meeting the number of Directors shall not be less than two (2) nor more than twelve (12) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Directors or Director may act for the purpose of filling up such vacancy or vacancies or of summoning a general meeting of the Company."