

# NOTICE OF THIRTY-NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Ninth Annual General Meeting of the Company will be held at The Auditorium, Podium 1, Menara MAA, No. 12 Jalan Dewan Bahasa, 50460 Kuala Lumpur on Tuesday, 9 December 2008 at 12.00 noon for the following purposes:

## AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 30 June 2008 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of a first and final dividend of 4% less 25% tax in respect of the financial year ended 30 June 2008. (Resolution 1)
3. To approve the payment of Directors' fees amounting to RM252,000 in respect of the period from 1 January 2009 to 31 December 2009 to be payable quarterly in arrears. (Resolution 2)
4. To re-elect Dato' Jaffar Indot who is over 70 years of age in accordance with Section 129(6) of the Companies Act, 1965 and to hold office until the conclusion of the next Annual General Meeting. (Resolution 3)
5. To re-elect the following Directors of the Company who are retiring pursuant to Article 95 of the Company's Articles of Association, and who, being eligible, offer themselves for re-election:
  - (i) Tengku Datuk Seri Ahmad Shah ibni Almarhum Sultan Salahuddin Abdul Aziz Shah (Resolution 4)
  - (ii) En Azlan bin Abdullah (Resolution 5)
6. To re-elect Mr Onn Kien Hoe who is retiring pursuant to Article 100 of the Company's Articles of Association and who, being eligible, offers himself for re-election. (Resolution 6)
7. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)

## AS SPECIAL BUSINESS

8. To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:
  - (a) **Proposed Renewal of authority for the Company to purchase its own shares** (Resolution 8)

"THAT subject to compliance with Section 67A of the Companies Act 1965, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority, the Company be and is hereby unconditionally and generally authorised to purchase and hold such number of ordinary shares of RM1 each in the Company ("Proposed Renewal of Share Buy-Back Authority") 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 of the issued and paid-up share capital of the Company and that an amount not exceeding the Company's total audited retained profits of RM102,407,842 and share premium account of RM238,280 as at 30 June 2008 would be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

AND THAT such authority shall commence immediately upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of shareholders of the Company in a general meeting or upon the expiration of the period within which the next Annual General Meeting is required by law to be held whichever is the earlier but not so as to prejudice the completion of purchase(s) made by the Company before the aforesaid expiry date.

AND THAT the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Renewal of Share Buy-Back Authority and further that authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the shares so purchased as treasury shares or cancel them or both".

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(continued)

(b) **Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs")** (Resolution 9)

"THAT the mandate granted by the shareholders of the Company on 31 October 2007 pursuant to paragraph 10.09 of the Listing Requirements of Bursa Securities, authorising the Company and its subsidiaries ("the MIG Group") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the MIG Group's day-to-day operations as set out in Section 3.0 of Part B of the Circular to Shareholders dated 17 November 2008 ("the Circular") with the related parties mentioned therein, be and is hereby renewed provided that:

- (a) the transactions are in the ordinary course of business and are on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;
- (b) the transactions are made at arm's length and are on normal commercial terms; and
- (c) disclosure will be made in the annual report providing the breakdown of the aggregate value of the transactions conducted pursuant to the mandate during the financial year, amongst others, based on the following information:
  - (i) the type of the RRPTs made; and
  - (ii) the names of the related parties involved in each type of the Recurrent Transactions made and their relationship with the Company.

AND THAT the authority conferred by such renewed and granted mandate shall continue to be in force (unless revoked or varied by the Company in a general meeting) until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at that meeting or Extraordinary General Meeting whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the 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 a resolution passed by the shareholders in general meeting;

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution".

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(continued)

## **NOTICE OF CLOSURE OF BOOKS**

NOTICE IS ALSO HEREBY GIVEN that the Register of Members will be closed at 5.00 p.m. on 15 December 2008 for the purpose of determining shareholders' entitlement to the first and final dividend of 4% less 25% tax in respect of the financial year ended 30 June 2008.

The dividend, if approved, will be paid on 30 December 2008 to shareholders whose names appear in the Register of Members of the Company at the close of business on 15 December 2008.

A depositor shall qualify for entitlement only in respect of:

- (a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 15 December 2008 in respect of ordinary transfers; and
- (b) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

**LILY YIN KAM MAY (MAICSA 0878038)**

**SOON LEH HONG (MIA 4704)**

Company Secretaries

Kuala Lumpur  
17 November 2008

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(continued)

## NOTES :

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint one proxy in respect of each securities account.
3. The instrument appointing a proxy, shall be in writing under the hand of the appointer or his attorney duly authorised in writing, and in the case of a corporation, either under seal or under hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Company's Registered Office, Suite 20.03, 20th Floor, Menara MAA, No.12, Jalan Dewan Bahasa, 50460 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Any alteration in the form of proxy must be initialed.
6. Explanatory notes to Special Business of Agenda 8:
  - (a) **Proposed Renewal of authority for the Company to purchase its own shares**

The Proposed Resolution 8, if passed, would empower the Directors to exercise the power of the Company to purchase its own shares ("the Proposal") by utilising its financial resources not immediately required. The Proposal may have a positive impact on the market price of the Company's shares. The details of the Proposed Resolution 8 are given under Part A of the Circular to Shareholders dated 17 November 2008 which is dispatched together with the Company's 2008 Annual Report.
  - (b) **Proposed Shareholders' Mandate for Recurrent Related Party Transactions**

The Proposed Resolution 9, if passed, will empower the Company to conduct recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, and will eliminate the need to convene separate general meetings from time to time to seek shareholders' approval. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

The detailed information on Recurrent Related Party Transactions is set out in Part B of the Circular to Shareholders of the Company dated 17 November 2008 which is dispatched together with the Company's 2008 Annual Report.

## **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

Pursuant to Paragraph 8.28(2) of the Listing Requirements of Bursa Malaysia Securities Berhad, the details of the Directors who are seeking for re-election or re-appointment in Agenda 4, 5 and 6 of the Notice of the Thirty-Ninth Annual General Meeting of the Company are set out in the Directors' Profile on pages 20 to 25 of this Annual Report. Their securities holdings in the Company are set out in the Directors' Shareholdings which appear on page 30 of this Annual Report.