

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Fifteenth (15th) Annual General Meeting of the Company will be held at Ballroom Selangor 1, Grand Dorsett Subang Hotel, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan on **Wednesday, 23 June 2010**, at 10.30 a.m. for the following purposes:-

- (1) To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2009 together with the Reports of the Directors and Auditors. **Resolution 1**
- (2) To declare the Final Dividend of 12% less 25% Malaysian Income Tax in respect of the financial year ended 31 December 2009. **Resolution 2**
- (3) To re-elect Dato' Mohd Hilmey bin Mohd Taib retiring under Article 82 of the Company's Articles of Association and who, being eligible, offers himself for re-election. **Resolution 3**
- (4) To re-elect Tan Sri Dato' Sri Abi Musa Asa'ari bin Mohamed Nor retiring under Article 82 of the Company's Articles of Association and who, being eligible, offers himself for re-election. **Resolution 4**
- (5) To re-elect Mr Ou Shian Waei retiring under Article 85 of the Company's Articles of Association and who, being eligible, offers himself for re-election. **Resolution 5**
- (6) To consider and, if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:  
"That Tan Sri Dato' Mohd Zuki bin Kamaluddin who has attained the age of 74, retiring pursuant to Section 129 (6) of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." **Resolution 6**
- (7) To consider and, if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:  
"That Dato' Wan Jaafar @ Wan Mohd bin Abdullah who has attained the age of 71, retiring pursuant to Section 129 (6) of the Companies Act, 1965, be and is hereby reappointed a Director of the Company to hold office until the next Annual General Meeting." **Resolution 7**
- (8) To approve the payment of Directors' Fees for the financial year ended 31 December 2009. **Resolution 8**
- (9) To re-appoint Messrs. Hanafiah Raslan & Mohamad as Auditors for the ensuing year and to authorize the Directors to fix the remuneration of the Auditors. **Resolution 9**

## As a Special Business

- (10) To consider and, if thought fit, to pass the following resolution as Ordinary Resolution: **Proposed Authority to Issue Shares**  
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorized to issue shares of the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such issue and allotment." **Resolution 10**
- (11) To consider and, if thought fit to pass the following Ordinary Resolution:  
**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
"THAT, subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Proposed Renewal Shareholders' Mandate for the Company and its subsidiaries ("HeiTech Group") to enter into recurrent transactions of a revenue or trading nature which is necessary for HeiTech Group's day to day operations, as set out in the Circular to Shareholders dated 1 June 2010, with the related parties mentioned therein provided that the transactions are in the ordinary course of business and or normal commercial terms that are not 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.  
AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:  
(i) the conclusion of the next AGM of HeiTech following the forthcoming AGM at which such Proposed Shareholders' Mandate is passed, or at which time it will lapse, or the authority is renewed; or  
(ii) revoked or varied by resolution passed by the shareholders in an AGM or EGM; or  
(iii) the expiration of the contract.  
whichever is earlier. **Resolution 11**

## Notice of Dividend Entitlement

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Fifteenth (15th) Annual General Meeting of the Company to be held on 23 June 2010, a final dividend of 12% less 25% Malaysian Income Tax in respect of the financial year ended 31 December 2009, will be paid to the Shareholders on 6 August 2010. The entitlement date for the said dividend shall be on 7 July 2010. A Shareholder with the Bursa Malaysia Securities Depository shall qualify for entitlement for the Dividend only in respect of:-

- a) Shares transferred to the Depositor's securities account before 4.00 p.m. on 7 July 2010 in respect of ordinary transfer; and
- b) Shares bought on the Bursa Malaysia Securities Berhad on cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

**Khaeruddin bin Sudharmin (LS 0007037)**  
Company Secretary  
Subang Jaya  
1 June 2010

**Noriswadi bin Haji Ismail (LS 0008892)**  
Company Secretary

### Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company and where there are two (2) (or more) proxies, the number of shares to be represented by each proxy must be stated.
2. 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 Companies Act, 1965, shall not apply to the Company. Pursuant to Article 71A of the Articles of Association of the Company, where a member of the Company is an authorized 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. Where the appointment is executed by a corporation, it must be either under its Common Seal or the hand of its officer or attorney duly authorized.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is guided or notorially certified copy of such power or authority, must be deposited at the office of the Company's Registrar: MIDF Consultancy and Corporate Services Sendirian Berhad, Level 8, Menara MIDF, 82 Jalan Raja Chulan, 50200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof.

### Explanatory notes on Special Business:

- (i) Explanatory note on Resolution 9 of the Agenda – For further information on Ordinary Resolution 9, please refer to Circular to Shareholders dated 1 June 2010 accompanying the Company's Annual Report for the year ended 31 December 2009.