

# FACB Industries Incorporated Berhad 48850-K

(Incorporated in Malaysia)

## Notice Of Meeting

NOTICE IS HEREBY GIVEN that the Thirty First Annual General Meeting of the Company will be held at Dewan Seri Pinang, Etiqa Twins, Level 3, 11 Jalan Pinang, 50450 Kuala Lumpur on Wednesday, 8 December 2010 at 10.30 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business:

1. To receive and adopt the Audited Financial Statements for the year ended 30 June 2010 together with the Reports of Directors and Auditors thereon. **Resolution 1**
2. To approve a final dividend of 4% less tax for the year ended 30 June 2010. **Resolution 2**
3. To approve Directors' fees of RM216,000/- for the year ended 30 June 2010. **Resolution 3**
4. To consider and, if thought fit, pass a resolution that pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' Sulaiman bin Sujak be re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company. **Resolution 4**
5. To re-elect the following Directors who are retiring pursuant to Article 80 of the Company's Articles of Association:
  - (i) Tan Sri Dr. Chen Lip Keong **Resolution 5**
  - (ii) Dato' Dr. Abdul Razak bin Abdul **Resolution 6**
  - (iii) Mr Chen Yiy Fon **Resolution 7**
6. To re-appoint Messrs Moore Stephens AC as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

#### As Special Business:

7. To consider and, if thought fit, pass the following Ordinary Resolutions:
  - a. Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965 **Resolution 9**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in 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 per centum of the Issued Share Capital of the Company for the time being."
  - b. Proposed Renewal of Authority for Share Buy-Back **Resolution 10**

(The text of the resolution and the details of the proposal are set out in the Circular to Shareholders dated 15 November 2010 which is enclosed with this Annual Report.)
8. To transact any other ordinary business of which due notice shall have been given.

### Notice Of Dividend Entitlement

NOTICE IS ALSO HEREBY GIVEN that the final dividend of 4% less tax, if approved by the shareholders at the forthcoming Annual General Meeting, will be paid on 26 January 2011 to shareholders whose names appear in the Records of Depositors on 31 December 2010. A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Shares transferred into the Depositor's Securities account before 4.00 p.m. on 31 December 2010 in respect of ordinary transfers; and
- (b) 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

Lee Boo Tian, LS 0007987  
Group Company Secretary

Kuala Lumpur  
15 November 2010

### Notes

#### Proxy

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) Subject to the Companies Act, 1965, where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportions of his holding to be represented by each proxy.
- (iii) 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 such appointer is a corporation, either under its common seal or the hand of an officer or attorney duly authorised.
- (iv) The Form of Proxy must be completed, signed and deposited at the Company's Registered Office not less than 48 hours before the time set for the Meeting or adjourned meeting.

### Explanatory Notes on Special Business

1. Resolution pursuant to Section 132D of the Companies Act, 1965  
The Ordinary Resolution 9 proposed under Agenda 7(a) above if passed will empower the Directors to issue shares up to 10% of the issued capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority unless revoked or varied by the Company in general meeting, shall expire at the next Annual General Meeting of the Company.

No proceeds were raised from the previous mandate.

The renewed mandate will provide flexibility to the Company for the purpose of funding further investment project(s), working capital and/or acquisitions.

2. Resolution pursuant to Proposed Renewal of Authority for Share Buy-Back  
The Ordinary Resolution 10 proposed under Agenda 7(b) above if passed is to give authority to the Directors to purchase the Company's own shares. This authority will expire at the next Annual General Meeting of the Company unless earlier revoked or varied by an ordinary resolution of the Company at a general meeting. Further information is set out in the Circular to Shareholders which is despatched together with this Annual Report.