



(Company No. 5350-X)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 48th Annual General Meeting of Guinness Anchor Berhad (the Company) will be held at Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 22 November 2012 at 11.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 June 2012 together with the Directors' and Auditors' Reports thereon. **Ordinary Resolution 1**
- To approve the declaration of a final single tier dividend of 55 sen per 50 sen stock unit in respect of the financial year ended 30 June 2012 as recommended by the Directors. **Ordinary Resolution 2**
- To re-elect Dr Leslie Buckley who retires by rotation pursuant to Article 89 of the Company's Articles of Association as a Director of the Company. **Ordinary Resolution 3**
- To re-elect Ms Siobhan Mary Hamilton who retires by rotation pursuant to Article 89 of the Company's Articles of Association as a Director of the Company. **Ordinary Resolution 4**
- To re-elect Dato' Saw Choo Boon who retires pursuant to Article 96 of the Company's Articles of Association as a Director of the Company. **Ordinary Resolution 5**
- To approve the Directors' Fees of RM490,000 payable to the Non-Executive Directors for the financial year ending 30 June 2013 (2012 : RM448,000). **Ordinary Resolution 6**
- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

As Special Business

- To consider and, if thought fit, to pass the following resolutions:

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (PROPOSED SHAREHOLDERS' MANDATE)

"THAT, pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities), the Company and/or its subsidiaries (the Group) be and are hereby

authorised to enter into any of the recurrent transactions of a revenue or trading nature as set out in Section 2.1.3 of the Circular to Shareholders dated 31 October 2012 with the related parties mentioned therein which are necessary for the Group's day-to-day operations, subject further to the following:

- the transactions are in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- disclosure of the aggregate value of the transactions of the Proposed Shareholders' Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year,

AND THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting (AGM) of the Company at which time it will lapse, unless by a resolution passed at the Meeting, the authority is renewed;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the Act) (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or

(iii) revoked or varied by the Company in a general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

Ordinary Resolution 8

PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

"THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in the Appendix I of the Circular to Shareholders dated 31 October 2012 be and are hereby approved."

Special Resolution 1

- To consider any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Subject to the approval of Stockholders, a final single tier dividend of 55 sen per 50 sen stock unit in respect of the financial year ended 30 June 2012 will be paid on 21 December 2012 to Stockholders registered at the close of business on 10 December 2012.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares deposited into the Depositor's securities account before 12.30 pm on 6 December 2012 in respect of shares which are exempted from mandatory deposit;
- Shares transferred into the Depositor's securities account before 4.00 pm on 10 December 2012 in respect of ordinary transfers; and
- Shares bought on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Ng Sow Hoong (MAICSA 7027552)
Company Secretary

Petaling Jaya
31 October 2012

Notes:

- Further notice is hereby given that for purposes of determining who shall be entitled to attend the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 56 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, a Record of Depositors as at **8 November 2012** and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.
- Any Member entitled to attend and vote at the meeting may only appoint one (1) proxy to attend and vote in his stead. A proxy may but need not be a Member of the Company. A Form of Proxy is enclosed for Members to appoint a proxy if they are unable to attend the meeting. In the case of a corporation, the Form of Proxy must be executed under the corporation's Common Seal or under the hand of an officer or attorney duly authorised.
- To be valid, the original Form of Proxy must be lodged at the Share Registrar's Office, Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES

Ordinary Resolution 6

Payment of Directors' Fees to the Non-Executive Directors for the financial year ending 30 June 2013

Ordinary Resolution 6, if passed, will allow the Company to pay the Directors' fees to its Non-Executive Directors periodically during the financial year rather than a lump sum payment after the conclusion of its AGM.

Ordinary Resolution 8

Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 8, if passed, will allow the Group to enter into the recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur, would be eliminated. This would reduce substantial 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 Shareholders' Mandate is subject to renewal on an annual basis.

Further information on the Proposed Shareholders' Mandate are set out in the Circular to Shareholders of the Company dated 31 October 2012.

Special Resolution 1

Proposed Amendments to the Company's Articles of Association

Special Resolution 1, if passed, will bring the Articles of Association of the Company to be in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Further information on the Proposed Amendments to the Company's Articles of Association is set out in the Circular to Shareholders of the Company dated 31 October 2012.