



**BINTULU PORT HOLDINGS BERHAD**  
(Company No: 380802-T)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-First (21<sup>st</sup>) Annual General Meeting (AGM) of BINTULU PORT HOLDINGS BERHAD (the Company) will be held at Ballroom 3, Lobby Floor, Hilton Kuching, Jalan Tunku Abdul Rahman, 93748 Kuching, Sarawak on Friday, 21 April 2017 at 3.00 pm for the following purposes:

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the year ended 31 December 2016 together with the Reports of the Directors and the Auditors thereon.  
[Please refer to Explanatory Note 1]
2. To approve the payment of Final Single Tier Dividend of **(Resolution 1)** 6.0 sen per share in respect of the year ended 31 December 2016.  
[Please refer to Explanatory Note 2]
3. To approve the Directors' Fees amounting to **(Resolution 2)** RM925,000.00 for the year ended 31 December 2016.  
[Please refer to Explanatory Note 3]
4. To re-elect Tan Sri Datuk Amar Hj. Mohamad Morshidi **(Resolution 3)** bin Abdul Ghani who retires under Article 127 of the Company's Articles of Association.  
[Please refer to Explanatory Note 4]

5. To re-elect Gen. Dato' Seri DiRaja Tan Sri (Dr.) Mohd Zahidi bin Hj. Zainuddin (R) who retires under Article 127 of the Company's Articles of Association. **(Resolution 4)**  
[Please refer to Explanatory Note 4]
6. To re-elect Datuk Nasarudin bin Md Idris who retires under Article 127 of the Company's Articles of Association. **(Resolution 5)**  
[Please refer to Explanatory Note 4]
7. To re-elect Dato' Siti Zauyah binti Md Desa who retires under Article 132 of the Company's Articles of Association. **(Resolution 6)**  
[Please refer to Explanatory Note 5]
8. To re-appoint Messrs. Ernst & Young as Auditors of the Company for financial year ended 31 December 2017 and to authorise the Board of Directors to fix their remuneration. **(Resolution 7)**  
[Please refer to Explanatory Note 6]
9. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 21<sup>st</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 77 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 13 April 2017. Only a depositor whose name appears on the Record of Depositors as at 13 April 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

#### **NOTICE OF BOOK CLOSURE AND DIVIDEND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the shareholders' approval for the payment of final dividend of 6.0 sen per share under the single-tier system in respect of the financial year ended 31 December 2016 ("Dividend") under **Resolution 1** at the 21<sup>st</sup> AGM of the Company, the Dividend will be paid to the shareholders on 23 May 2017. The entitlement date for the Dividend shall be 12 May 2017.

Shareholders of the Company will only be entitled to the Dividend in respect of:

- (a) securities transferred into their securities account before 5.00 p.m. on 12 May 2017 for transfers; and
- (b) securities 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,**

**ABU BAKAR BIN HUSAINI**

(LS0009926)

Company Secretary

BINTULU

28 March 2017

**NOTES:**

**PROXY**

- *Only depositors whose names appear on the Record of Depositors as at 13 April 2017 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his/her behalf.*
- *A member of the Company entitled to attend and vote is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.*
- *Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholding to be represented by each proxy.*
- *The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney duly authorised in writing and in the case of a corporation, the instrument appointing a proxy must be under seal or under the hand of an officer or attorney duly authorised.*
- *The instrument appointing a proxy must be deposited at the Registered Office of the Company at Lot 15, Block 20, Kemena Land District, 12<sup>th</sup> Mile, Tanjung Kidurong Road, 97000 Bintulu, Sarawak, Malaysia not less than forty-eight (48) hours before the day, date and time stipulated for holding the said meeting or at any adjournment thereof.*

## **EXPLANATORY NOTES ON ORDINARY BUSINESS:-**

### **1) Explanatory Note for Item 1**

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. They do not require shareholders' approval and therefore, will not be put for voting.

### **2) Explanatory Note for Resolution 1**

The Board of Directors is recommending that the shareholders approve the payment of the Final Dividend. In accordance with Article 162 of the Company's Articles of Association, the Company in General Meeting may by ordinary resolution declare dividends payable to the Members in accordance with their respective rights and priorities out of any lawfully distributable profits, but no dividend shall exceed the amount recommended by the Board of Directors. Pursuant to paragraph 8.26 of the Main Market Listing Requirements, the final dividend, if approved, will be paid no later than three (3) months from the shareholders' approval. The Book Closure Date and Payment Date, subject to approval of shareholders has been announced by the Company on 27 February 2017.

### **3) Explanatory Note for Resolution 2**

The Board of Directors is recommending that the shareholders approve the payment of Directors' fees totalling RM925,000.00 to the Non-Executive Directors for the financial year ended 31 December 2016. In accordance with Article 110 of the Company's Articles of Association, the remuneration of the Directors shall from time to time be determined by the Company in General Meeting but:

- Directors' fees payable to Directors not holding any executive office in the Company shall be a fixed sum and shall not be payable by a commission on or percentage of profits or turnover;
- Salaries payable to Directors holding executive office in the Company may not include a commission on or a percentage of turnovers;
- All remuneration payable to Directors shall be deemed to accrue from day to day;
- Fees payable to Directors shall not be increased except pursuant to a resolution passed by the Company in general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and

- Any fee paid to an alternate Director shall be agreed between him and his appointor and shall be deducted from his appointor's remuneration.

**4) Explanatory Notes for Resolutions 3 to 5**

Article 127 of the Company's Articles of Association expressly states that an election of Directors shall take place each year. At every Annual General Meeting, one-third of the Directors (whether Government Appointed Directors or not) who are subject to retirement by rotation or, if their number is not three (3) or a multiple of three (3), the number nearest to one-third shall retire from office, and if there is only one (1) Director who is subject to retirement by rotation, he shall retire PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years.

**5) Explanatory Notes for Resolution 6**

Article 132 of the Company's Articles of Association stipulates that the Directors may appoint a person who is willing to act as Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

**6) Explanatory Note for Resolution 7**

Pursuant to Section 271(3)(b) of the Companies Act 2016, shareholders shall appoint Auditors who shall hold office until the conclusion of the next Annual General Meeting. The current Auditors have expressed their willingness to continue in office and the Board of Directors has recommended their reappointment. The shareholders shall consider this resolution and to authorise the Board of Directors to determine their remuneration thereof.