



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of the Company will be convened and held at Sabah Oriental Hotel, Lorong Karamuning, Kota Kinabalu, Sabah on Thursday, 20 December 2012 at 2.00 p.m. to transact the following business:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2012 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees in respect of the financial year ended 30 June 2012.
- To re-elect the retiring Directors pursuant to Article 86 of the Company's Articles of Association and being eligible, offer themselves for re-election:
 - Mr Kwan Tack Chiong
 - Dato' Sri Chee Hong Leong
- To re-appoint Messrs Ernst & Young as the Company's Auditors and to authorise the Board of Directors to fix their remuneration.
- Special Business**

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

Ordinary Resolution

- Proposed renewal of authority for the Company to purchase its own shares representing up to 10% of its issued and paid-up share capital**

"**THAT** subject always to compliance with the Companies Act, 1965 ("the Act"), the Articles of Association of the Company, the Listing Requirements of Bursa Securities Malaysia Berhad ("Bursa Securities") or any other regulatory authorities and all other applicable rules, regulations, guidelines or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM0.50 each in the Company's issued and paid-up ordinary share capital 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, necessary and expedient in the interest of the Company, provided that:

- the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total issued and paid-up ordinary share capital of the Company at any point in time of the said purchase(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained earnings and share premium of the Company at the time of the said purchase(s); and
- the authority conferred by this resolution shall commence immediately upon the passing of this ordinary resolution and shall continue to be in force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever is earlier;

AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:

- cancel all the shares so purchased; and/or
 - retain the shares so purchased in treasury for distribution as dividend to the shareholders or resell on the market of Bursa Securities; and/or
 - retain part thereof as treasury shares and cancel the remainder;
- and in any other manner as prescribed by the Act, rules and regulations made pursuant to the Act and the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT authority be and is hereby given to the Directors of the Company and/or anyone of them to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors in their discretion deem fit and expedient to give effect to the aforesaid purchase(s) contemplated and/or authorised by this Ordinary Resolution."

6. Special Resolution

- Proposed amendments to the Articles of Association of the Company**

"**THAT** the proposed alterations, modifications, amendments or deletions to the Articles of Association of the Company as set out in Appendix 1 attached to the Annual Report 2012 be and hereby approved and adopted **AND THAT** the Directors of the Company be and are hereby authorised to carry out all the necessary formalities in effecting the proposed amendments to the Articles of Association."

- To transact any other business that may be transacted at an Annual General Meeting, due notice of which shall have been previously given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

BY ORDER OF THE BOARD

Katherine Chung Mei Ling
(MAICSA 7007310)
Company Secretary

Sandakan
28 November 2012

Notes:

- Only a depositor whose name appears on the Record of Depositors as at 14 December 2012 shall be entitled to attend, speak and vote at the Sixteenth Annual General Meeting or appoint proxy/proxies to attend and vote on his/her behalf.
- A proxy may but need not be a Member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- Where a Member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- To be valid, this form duly completed must be deposited at the Registered Office of the Company at Lot 5, 1st Floor, Block No. 4, Bandar Indah, Mile 4, Jalan Utara, P. O. Box 2848, 90732 Sandakan, Sabah not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- EXPLANATORY NOTE ON SPECIAL BUSINESS

Ordinary Resolution (Resolution 5)

- Proposed renewal of authority for the Company to purchase its own shares representing up to 10% of its issued and paid-up share capital** The proposed Resolution No. 5, if passed, will empower the Directors to purchase the Company's shares up to 10% of the issued and paid-up capital of the Company at any point of time. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.

Special Resolution (Resolution No. 6)

- Proposed amendments to the Articles of Association of the Company**

The proposed Resolution No. 6 is in relation to proposed amendments to the Company's Article of Association, if passed, will update the Company's Article of Association in line with the amendments made to the Main Market Listing Requirements of Bursa Securities.

Resolution 1

Resolution 2
Resolution 3

Resolution 4

Resolution 5

Resolution 6