

# NOTICE OF 19TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 19th Annual General Meeting of the Company will be held at Ruby II, 1st Floor, Belmont Marco Polo Hotel, Jalan Clinic, 91000 Tawau, Sabah, on Thursday, 23 May 2013 at 11:30 am to transact the following business:

## AGENDA

### ORDINARY BUSINESS

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| 1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of the Directors and Auditors thereon.  | <b>Resolution 1</b>                        |
| 2. To approve the payment of Directors' fees of RM166,000 for the financial year ended 31 December 2012.   | <b>Resolution 2</b>                        |
| 3. To re-elect the following Directors retiring in accordance with Article 90 of the Company's Articles of Association:<br>(a) Encik Lim Fook Hin<br>(b) Tuan Haji Othman Bin Walat  | <b>Resolution 3</b><br><b>Resolution 4</b> |
| 4. To re-elect Datuk (Dr.) Kelvin Tan Aik Pen retiring pursuant to Article 90 of the Company's Articles of Association.  | <b>Resolution 5</b>                        |
| 5. To consider and if thought fit, to pass the following resolution:<br>"THAT pursuant to Section 129(6) of the Companies Act, 1965, Datuk Jaswant Singh Kler be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting."  | <b>Resolution 6</b>                        |
| 6. To consider and if thought fit, to pass the following resolution:<br>"THAT pursuant to the Malaysian Code on Corporate Governance 2012, approval be hereby given for Datuk Hajah Mary @ Mariati Robert to be retained as Independent Director of the Company to hold office until the conclusion of the next Annual General Meeting." | <b>Resolution 7</b>                        |
| 7. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.   | <b>Resolution 8</b>                        |

### SPECIAL BUSINESS

8. To consider and if thought fit, to pass the following resolution:

#### ORDINARY RESOLUTION

##### Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

**Resolution 9**

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from the relevant statutory and regulatory authorities, where such approvals are necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time at such price 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 pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are empowered to obtain the approvals from Bursa Malaysia Securities Berhad for the listing and quotation of the additional new ordinary shares to be issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

9. To consider and if thought fit, to pass the following resolution:

#### ORDINARY RESOLUTION

##### Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

**Resolution 10**

"THAT approval be and is hereby given, for the Renewal of the Existing Shareholders' Mandate for the Company and/or its subsidiary to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4.2 of the Circular to Shareholders dated 30 April 2013 with the related parties described therein provided such transactions are necessary for the day to day operations, carried out in the normal course of business, at arm's length, on normal commercial terms, not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders;

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

- (a) the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next annual general meeting of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("CA") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of CA); or
- (c) revoked or varied by a resolution passed by the shareholders in general meeting, whichever is the earlier.

**AND THAT** the Directors be and are hereby authorised to complete and do such acts and things as may be required by the relevant authorities (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

10. To consider and if thought fit, to pass the following resolution:

#### SPECIAL RESOLUTION

##### Proposed Amendments to the Articles of Association of the Company

**Resolution 11**

"THAT the Proposed Amendments to the Articles of Association of the Company as set out in Appendix A to the Company's Annual Report 2012, be and are hereby approved."

11. To transact any other business of the Company of which due notice shall have been given to the Company in accordance with the Company's Articles of Association and the Companies Act, 1965.

### GENERAL MEETING RECORD OF DEPOSITORS

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 19th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Article 62(3) 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 17 May 2013. Only a depositor whose name appears on the Record of Depositors as at 17 May 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his behalf.

By Order of the Board

Dorothy Luk Wei Kam (MAICSA 7000414)  
Chan Ai Hoon (LS 0000393)  
Company Secretaries

Kota Kinabalu, Sabah  
Dated: 30 April 2013

### NOTES

- (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (b) A member shall be entitled to appoint one (1) but not more than two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies to attend and vote instead of him at the same meeting, the appointment shall be invalid unless he specified the proportions of his holdings to be represented by each proxy.
- (c) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (d) The instrument appointing a proxy shall be deposited at the Registered Office of the Company at 6th Floor, Menara Tun Mustapha, Likas Bay, 88400 Kota Kinabalu, Sabah, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

### EXPLANATORY NOTE ON SPECIAL BUSINESS

#### (a) Ordinary Resolution pursuant to the Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution No. 9, if passed, shall give power to the Directors to issue ordinary shares in the capital of the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 28 May 2012. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

#### (b) Ordinary Resolution in relation to the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution No. 10, if passed, will allow the Company and/or its subsidiary to enter into recurrent related party transactions of a revenue or trading nature with the mandated related parties provided that such transactions are necessary for the Group's day to day operations, carried out in the normal course of business, at arm's length, on commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders. Shareholders are directed to refer the Circular to Shareholders dated 30 April 2013 for more information.

#### (c) Special Resolution in relation to the Proposed Amendments to the Articles of Association of the Company

The proposed Special Resolution No. 11, if passed, will render the Articles of Association of the Company to be updated and in line with the amendments to the Listing Requirements of Bursa Securities.