



BINTULU PORT HOLDINGS BERHAD

(COMPANY NO.: 380802-T)
(INCORPORATED IN MALAYSIA UNDER THE COMPANIES ACT, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Bintulu Port Holdings Berhad ("BPHB" or the "Company") will be held at Ballroom 3, Lobby Floor, Hilton Kuching, Jalan Tunku Abdul Rahman, 93748 Kuching, Sarawak on Friday, 17 May 2013 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED PLACEMENT OF 60,000,000 NEW ORDINARY SHARES OF RM1.00 EACH IN BINTULU PORT HOLDINGS BERHAD ("BPHB SHARE(S)") TO EQUISAR ASSETS SDN BHD ("EQUISAR"), AN INDIRECT WHOLLY-OWNED SUBSIDIARY COMPANY OF THE STATE FINANCIAL SECRETARY, SARAWAK ("SFSS"), A MAJOR SHAREHOLDER OF BPHB, REPRESENTING FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF BPHB AT AN ISSUE PRICE OF RM6.65 PER BPHB SHARE ("PROPOSED PLACEMENT")

"**THAT**, subject to and contingent upon the passing of Ordinary Resolution 2 and the approval of the relevant authorities/parties being obtained, authority be and is hereby given to the Company to allot and issue 60,000,000 new ordinary shares of RM1.00 each in BPHB to Equisar, a wholly-owned subsidiary company of Equisar Sdn Bhd, which in turn is a wholly-owned subsidiary company of SFSS, a major shareholder of BPHB, pursuant to the Proposed Placement ("**Placement Share(s)**") at an issue price of RM6.65 per Placement Share upon the terms and conditions set out in the subscription agreement entered into by the Company with SFSS and Kenanga Investment Bank Berhad dated 27 February 2013 for such purpose and such proposed utilisation of proceeds, and with such effects as disclosed in Section 2.6 and Section 5 respectively of the circular to shareholders of BPHB dated 2 May 2013.

AND THAT the Placement Shares shall upon allotment and issuance, rank pari passu in all respects with the existing issued and paid-up share capital of the Company save and except that the new BPHB Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other attributions which may be declared, made or paid to shareholders, the entitlement of which precedes the date of allotment and issuance of the Placement Shares and the Placement Shares will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise.

AND FURTHER THAT the Board of Directors of BPHB (the "**Board**") be and are hereby authorised to give effect to the authority as aforesaid with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be agreed and/or required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Placement."

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 ("CODE") FOR SFSS AND PERSONS ACTING IN CONCERT WITH SFSS ("PAC") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY OFFER FOR THE REMAINING BPHB SHARES NOT ALREADY OWNED BY THEM UPON COMPLETION OF THE PROPOSED PLACEMENT ("PROPOSED EXEMPTION")

"**THAT**, subject to and contingent upon the passing of Ordinary Resolution 1 and the approval from the Securities Commission Malaysia being obtained, approval be and is hereby given for SFSS and the PAC to be exempted from any obligation to extend a mandatory general offer that may arise at any time under Part III of the Code to holders of voting shares of the Company to acquire all the remaining shares in the Company not already held by SFSS and the PAC arising from or in connection with the Proposed Placement;

AND THAT the Board be and is hereby empowered and authorised to do or procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as may be deemed necessary, expedient and/or appropriate to implement and give full effect to the Proposed Exemption with full power to assent to any condition and effect any modification, variation and/or amendment as the Board may deem fit, necessary and/or expedient in the interest of the Company or as may be agreed and/or imposed by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments."

BY ORDER OF THE BOARD

**HJ. NIK ABD RAHMAN
BIN NIK ISMAIL
(LS 00005892)
Company Secretary**

BINTULU
2 May 2013

Notes:-

1. Only depositors whose names appear on the Record of Depositors as at 13 May 2013 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
2. 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.
3. 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.
4. 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.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Lot 15, Block 20, Kemena Land District, 12th Mile, Tanjung Kidurong Road, P.O. Box 996, 97008 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.