

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty First (31st) Annual General Meeting (AGM) of the Company will be held at Sabah Ports Sdn. Bhd.'s Training Centre, 1st Floor, Headquarters & Operation Building, Sapangar Bay Container Port, Sapangar Bay, Kota Kinabalu, Sabah, on Tuesday, 24 June 2014 at 10.00 am for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statement for the financial year ended 31 December 2013 and the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation pursuant to Article 89 of the Company's Articles of Association.
 - Datuk Hj. Abu Bakar @ Wahab Bin Hj. Abas **Resolution 1**
 - Muluk Bin Samad **Resolution 2**

Hj. Salimi @ Mohd. Salimi Bin Maralim who was appointed as Director of the Company on 3 May 2010 will retire in accordance with Article 89 of the Company's Articles of Association and will not seek re-election. Hence, he will retain office until the close of the 31st AGM of the Company.
- To re-elect the following Director who retires pursuant to Article 93 of the Company's Articles of Association.

Datuk Hj. S. Abas Bin Hj. S. Ali **Resolution 3**
- To approve the final tax exempt dividend of 4% (4 sen per ordinary share), in respect of the financial year ended 31 December 2013. **Resolution 4**
- To approve the payment of Directors' fees amounting to RM296,048.00 for the financial year ending 31 December 2013. **Resolution 5**
- To approve an increase in Directors' fees. **Resolution 6**
- To re-appoint Messrs. Ernst & Young as Auditors of the Company and authorise the Directors to determine their remuneration. **Resolution 7**

As Special Business

To consider and if thought fit, to pass the followings as ordinary resolution:

- Authority to the Directors to allot and issue shares:

"**THAT**, pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such issue price, until the conclusion of the next annual general meeting and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares does not exceed ten per centum (10%) of the issued capital of the Company at the time of issue **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued, subject to the Act, the Articles of Association of the Company and approval from the Bursa Malaysia Securities Berhad and other relevant bodies where such approval is necessary." **Resolution 8**
- To transact any other business for which due notice shall have been given in accordance with the Companies Act, 1965.

NOTICE OF BOOK CLOSURE AND DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN subject to the shareholders' approval for the payment of the final tax exempt dividend of 4% (4 sen per ordinary share) in respect of the financial year ended 31 December 2013, the dividend will be paid to the shareholders on 25 July 2014.

The entitlement date shall be fixed on 7 July 2014 and a Depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 7 July 2014 in respect of transfers.
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order Of the Board.

SURYANI BINTI MOHD. SAIDI (LS. 0005574)
Company Secretary

Dated on this 2 June 2014.
Kota Kinabalu, Sabah

Explanatory Notes:

- Proposed increase in Directors' fees.

It is proposed that the fee payable to the non-Executive Directors be increased from RM30,000.00 to RM60,000.00 per annum. If approved, the revised Directors' fees will be implemented with effect from the year 2014 onwards.
- Authority to issue shares pursuant to Section 132D of the Companies Act, 1965.

Resolution 8, if passed, would, subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, enable the Directors to issue up to a maximum of ten per centum (10%) of the total issued and paid up share capital of the Company for such purpose as the Directors considers would be in the best interest of the Company. This authority unless revoked or varied at a general meeting, will expire at the next AGM. As the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the last AGM held on 27 June 2013.

The Company is seeking the approval from the shareholders on the above mandate for the purpose of possible fund raising exercise(s) including but not limited to the further placement of fund future investments, acquisitions and/or to meet working capital requirements.

Notes:

- A member of the Company entitled to attend and vote at this Meeting is entitled to appoint up to two proxies to attend and vote instead of him/her. A proxy may but not need to a member of the Company.
- Where a member appoints two (2) proxies, the appointments shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
- In the case of a corporate body, the proxy appointed must be in accordance with the Memorandum and Articles of Association, and the instrument appointing a proxy shall be given under the company's seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories Act 1991) which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be deposited at the Registered Office of the Company at 1st & 2nd, Menara Jubili, No. 53, Jalan Gaya, 88000 Kota Kinabalu at least forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.