



BINTULU PORT HOLDINGS BERHAD

(Company No: 380802-T)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth (19th) Annual General Meeting of BINTULU PORT HOLDINGS BERHAD will be held at Ballroom 3, Lobby Floor, Hilton Kuching, Jalan Tunku Abdul Rahman, 93748 Kuching, Sarawak on Tuesday, 28 April 2015 at 10.30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2014 together with the Reports of the Directors and the Auditors thereon.
[Please refer to Explanatory Note 1]
(Resolution 1)
2. To approve the payment of Final Single Tier Dividend of 6.00 Sen per share and Special Single Tier Dividend of 3.00 Sen per share in respect of the year ended 31 December 2014.
[Please refer to Explanatory Note 2]
(Resolution 2)
3. To approve the Directors' Fees amounting to **RM878,258.06** for the year ended 31 December 2014.
[Please refer to Explanatory Note 3]
(Resolution 3)
4. To re-elect **Gen (R) Dato' Seri DiRaja Tan Sri Mohd Zahidi bin Hj. Zainuddin** who retires under Article 127 of the Company's Articles of Association.
[Please refer to Explanatory Note 4]
(Resolution 4)
5. To re-elect **Datuk Fong Joo Chung** who retires under Article 127 of the Company's Articles of Association.
[Please refer to Explanatory Note 4]
(Resolution 5)
6. To re-elect **Datuk Nasarudin bin Md Idris** who retires under Article 127 of the Company's Articles of Association.
[Please refer to Explanatory Note 4]
(Resolution 6)

7. To re-elect **Tan Sri Datuk Amar Hj. Mohamad Morshidi bin Abdul Ghani** who retires under Article 132 of the Company's Articles of Association.
[Please refer to Explanatory Note 5]
(Resolution 7)
8. To re-elect **Dato' Sri Mohamed Khalid bin Yusuf @ Yusup** who retires under Article 132 of the Company's Articles of Association.
[Please refer to Explanatory Note 5]
(Resolution 8)
9. To re-elect **Dato' Yasmin binti Mahmood** who retires under Article 132 of the Company's Articles of Association.
[Please refer to Explanatory Note 5]
(Resolution 9)
10. To re-appoint **Messrs. Ernst & Young** as Auditors of the Company and to authorise the Directors to fix their remuneration.
[Please refer to Explanatory Note 6]
(Resolution 10)

Other Ordinary Business

11. To transact any other business for which due notice shall have been given in accordance with the Companies Act 1965.
(Resolution 11)

NOTES:

EXPLANATORY NOTES ON ORDINARY BUSINESS:-

1) Explanatory Note for Resolution 1

Pursuant to Section 169 (1) of the Companies Act 1965, it is the duty of the Board of Directors to present to the shareholders the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors. There is no requirement for the shareholders to approve such documents and hence the matter will not be put forward for voting.

2) Explanatory Note for Resolution 2

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 16 February 2015.

3) Explanatory Note for Resolution 3

The Board of Directors is recommending that the shareholders approve the payment of Directors' fees totalling RM878,258.06 to the Non-Executive Directors for the financial year ended 31 December 2014. 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 turnover;
- 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;
- 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 4 to 6

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 3 or a multiple of 3, the number nearest to one-third shall retire from office, and if there is only 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 3 years.

5) Explanatory Notes for Resolutions 7 to 9

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 10

Pursuant to Section 172 (2) of the Companies Act 1965, 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.

NOTICE OF BOOK CLOSURE AND DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT the Register of Members of the Company will be closed on 15 May 2015 for the purpose of determining shareholders' entitlement to the dividend. The dividend, if approved by Members at the Nineteenth (19th) Annual General Meeting, will be paid on 26 May 2015.

A Depositor with Bursa Malaysia Depository Sdn. Bhd. shall qualify for entitlement to the dividend only in respect of:

- a. Shares transferred into the Depositor's securities account before 5.00 p.m. on 15 May 2015 in respect of ordinary transfers; and
- b. Shares bought on the Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the rules of Bursa Malaysia Securities Berhad.

By Order of the Board,

HJ. NIK ABD RAHMAN BIN NIK ISMAIL
(LS.0005892)
Company Secretary

BINTULU
2 April 2015

Notes :-

- Only depositors whose names appear on the Record of Depositors as at 20 April 2015 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, 12th 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.