



Notice of the Fifteenth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of the Company will be held at Amadeus 1, Sabah Hotel Sandakan, KM 1, Jalan Utara, Sandakan, Sabah on Wednesday, 10 June 2015 at 10.30 a.m. for the following business:

AGENDA	Ordinary Resolution No.
1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2014 together with the Directors' and Auditors' Reports thereon.	1
2. To approve the payment of a single tier final dividend of 2% in respect of the financial year ended 31 December 2014.	2
3. To re-elect Mr. Chua Kim Yin retiring in accordance with Article 76 of the Company's Articles of Association.	3
4. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965: "THAT Mr. Chan Kam Leong, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next annual general meeting."	3
5. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965: "THAT Mr. Choong Pak Wan, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next annual general meeting."	4
6. To appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	5
7. As Special Business to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications: ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES "THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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." ORDINARY RESOLUTION - PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY "THAT subject to the Companies Act, 1965 ("Act"), provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, and other relevant approvals, the Directors of the Company be and are hereby authorised to purchase the Company's ordinary shares of RM1.00 each ("Shares") through Bursa Securities, subject to the following: (a) The maximum number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company at any point in time; (b) The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits and share premium accounts of the Company; (c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which this resolution was passed, at which time the authority shall lapse, unless the authority is renewed by an ordinary resolution passed at the next AGM; or (ii) the expiry of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting; whichever occurs first; (d) Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt with in the following manner:- (i) cancel the Shares so purchased; or (ii) retain the Shares so purchased as treasury shares; or (iii) retain part of the Shares so purchased as treasury shares and/or cancel the remainder; or (iv) distribute the treasury shares as dividends to shareholders; or (v) resell the Treasury Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities. THAT the Directors of the Company be and are hereby authorised to take all such steps and enter into all agreements, arrangements and guarantees with any party or parties as are necessary to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares." ORDINARY RESOLUTION - RE-APPOINTMENT AS INDEPENDENT DIRECTOR "THAT Mr. Chua Kim Yin who has served the Board as the Independent Director of the Company for a cumulative term of more than nine years be and is hereby re-appointed as the Independent Director of the Company."	6
8. To transact any other business for which due notice shall have been given.	7
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BY ORDER OF THE BOARD

KANG SHEW MENG
SEOW FEI SAN
Secretaries

Petaling Jaya
18 May 2015

Notes:-

- Only members whose names appear on the Record of Depositors as at 4 June 2015 shall be entitled to attend, speak and vote at the said meeting or appoint proxies on his/her behalf.
- A member shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) to attend, speak and vote at the same meeting. A proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- If the appointer is a corporation, the Form of Proxy must be executed under its seal or under the hand of its attorney.
- To be valid this form duly completed must be deposited at the Company's Share Registrar's Office at Tricor Investor Services Sdn. Bhd., Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting.
- Form of Proxy sent through facsimile transmission shall not be accepted.

Explanatory Note on Special Business

● **Resolution No. 6**

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to allot and issue not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Fourteenth Annual General Meeting held on 23 April 2014 and which will lapse at the conclusion of the Fifteenth Annual General Meeting.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

● **Resolution No. 7**

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to continue to purchase the Company's shares up to ten percent (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the total retained earnings and share premium account of the Company. Further information on the Proposed Renewal of the Share Buy-Back Authority is set out in the Share Buy-back Statement dated 18 May 2015 which is despatched together with Company's Annual Report 2014.

● **Resolution No. 8**

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr. Chua Kim Yin who has served as Independent Director of the Company for a cumulative term of more than nine years and recommend him to continue to act as Independent Director of the Company based on the following justifications:

- He has fulfilled the criteria under the definition on Independent Directors as stated in the Bursa Malaysia Securities Berhad Market Listing Requirements, and therefore is able to bring independent and objective judgement to the Board;
- He has been with the Company for more than nine years and therefore understand the Company's business operations which enable him to participate actively and contribute during deliberations or discussions at Audit Committee, Nomination Committee, Remuneration Committee and Board Meetings;
- He has vast experience in diverse range of business matters and therefore would be able to provide constructive opinion, independent judgment and to act in the best interest of the Company and shareholders; and
- He has exercised due care during his tenure as Senior Independent Director of the Company and carried out his professional duty in the interest of the Company and shareholders.