STATEMENT ACCOMPANYING NOTICE OF 13TH ANNUAL GENERAL MEETING

1. ORDINARY BUSINESS – RESOLUTION 2

CREST BUILDER HOLDINGS BERHAD

(573382-P)

The Directors now recommend a first and final single tier dividend of 3.75 Sen (RM0.0375) per each ordinary share held in respect of the financial year ended 31 December 2014.

2. ORDINARY BUSINESS – RESOLUTION 3 & 4

The particulars of the retiring Directors who are standing for re-election are set out in the relevant pages of the Annual Report as follows :-

Name of Directors	Directors' Profile	Directors' Shareholdings
Tengku Dato' Sulaiman Shah Bin Tengku Abdul Jalil Shah	Page 13	Page 154
Koh Hua Lan	Page 13	Page 154

Details of Directors' attendance at Board Meetings are set out in the Statement on Corporate Governance on Page 26 of the Annual Report.

3. SPECIAL BUSINESS – RESOLUTION 6

This authorisation by the general meeting would enable the payment of directors' remuneration in accordance with Article 88 of the Company's Articles of Association as follows:-

Article 88 Directors' Remuneration

The Directors shall be paid by way of remuneration for their services such fixed sums (if any) as shall from time to time be determined by the company in general meeting, and such remuneration shall be divided among the Directors in such proportion and manner as the Directors may determine. Provided always that:-

- (a) fees payable to Directors who hold no executive office in the company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;
- (b) salaries payable to Directors who do hold an executive office in the Company may not include a commission on or percentage of turnover;
- (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
- (d) any fee paid to an Alternate Director shall be such as agreed between himself and the Director nominating him shall be paid out of the remuneration of the latter.

4. SPECIAL BUSINESS – RESOLUTION 7

The Company had during its 12th Annual General Meeting held on 24 June 2014, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965. The Company did not issue any shares pursuant to the said mandate.

This Proposed Resolution No. 7 which is an Ordinary Resolution, if passed, will grant a renewed general mandate which will provide flexibility for the Company and will empower the Directors to allot and issue new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the purpose of funding current and/or future investment projects, working capital, and/or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will be valid until the conclusion of the next annual general meeting.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company shall make an announcement in respect thereof.

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5. SPECIAL BUSINESS – RESOLUTION 8

The Proposed Shareholders' Mandate, if approved by the shareholders of the Company, and the renewal thereof on an annual basis, will eliminate the need by the Company to announce and/or convene separate general meetings from time to time to seek shareholders' approval for the Group to enter into the Recurrent Related Party Transactions with Farima Sdn Bhd. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without however compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group. Further information can be obtained in Part A of the accompanying circular dated 28 May 2015.

6. SPECIAL BUSINESS – RESOLUTION 9

The Proposed Share buy-back of up to ten percent (10%) of the issued and paid-up share capital, if approved by the shareholders of the Company, will enable the Company to make purchases of ordinary shares comprised in the Company's issued and paid-up ordinary share capital. Further information can be obtained in Part B of the accompanying circular dated 28 May 2015.

7. SPECIAL BUSINESS – RESOLUTION 10

APPOINTMENT OF DIRECTOR PURSUANT TO SECTION 129(6) OF THE ACT

The office of a director of a public company or of a subsidiary of a public company shall become vacant at the conclusion of the annual general meeting commencing next after he attains the age of seventy years or if he has attained the age of seventy years before the commencement of this Act at the conclusion of the annual general meeting commencing next after the commencement of this Act. Notwithstanding anything in this section a person of or over the age of seventy years may by a resolution of which no shorter notice than that required to be given to the members of the company of an annual general meeting has been duly given, passed by a majority of not less than three-fourths of such members of the company as being entitled so to do vote in person or, where proxies are allowed, by proxy, at a general meeting of that company, be appointed or reappointed as a director of that company to hold office until the next annual general meeting of the company.

The resolution if passed, will enable Mr Keong Choon Keat to continue office as Independent Non-Executive Director of the Company until the conclusion of the next annual general meeting.

8. SPECIAL BUSINESS – RESOLUTION 11, 12 & 13

Pursuant to the Malaysian Code on Corporate Governance 2012, the Board of Directors has via the Nomination Committee assessed the Independence of Mr. Keong Choon Keat, Encik Mohd Khasan Bin Ahmad and Mr. Kam Yong Kan who each has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- (i) each of them fulfills the criteria of an Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) each of them is familiar with the Company's business operations as each has been with the Company for more than 9 years;
- (iii) each of them has devoted sufficient time and attention to his responsibilities as an Independent Non-Executive Director of the Company; and
- (iv) each of them has exercised due care during his tenure as an Independent Director of the Company and carried out his duty in the interest of the Company and shareholders.

The proposed Resolutions 11, 12 and 13, if passed, will enable Mr. Keong Choon Keat, Encik Mohd Khasan Bin Ahmad and Mr. Kam Yong Kan to continue in office as Independent Non-Executive Directors.