

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **TWENTY-SEVENTH ANNUAL GENERAL MEETING** of the Company will be held at the Registered Office of the Company at Lot 6, Block 44, Leboh Tiga, 90000 Sandakan, Sabah on **Monday, 22 June 2015 at 11.00 a.m.** to transact the following businesses:-

**AGENDA**

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2014 and the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
2. To re-elect the following Directors retiring by rotation in accordance with Article 80 of the Company's Articles of Association:  
(a) Mr Tan Kung Ming **Ordinary Resolution 2**  
(b) Ms Teo Gim Suan **Ordinary Resolution 3**
3. To approve Directors' fees of RM70,000.00 for the year ended 31 December 2014. **Ordinary Resolution 4**
4. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

As Special Business, to consider and if thought fit, to pass the following Resolutions:

5. Authority For Directors To Issue And Allot Shares Pursuant To Section 132D Of The Companies Act, 1965  
"THAT subject always to the Companies Act, 1965 ("Act"), the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to section 132D of the Act, to issue shares in the Company from time to time to such parties and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital of the Company at the time of the passing of this resolution, that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company". **Ordinary Resolution 6**

6. Proposed Renewal Of the Existing Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature

"THAT subject to compliance with all applicable laws, regulations and guidelines, a mandate be and is hereby given to the Company and its subsidiaries to enter into recurrent transactions of a revenue or trading nature with related parties which are necessary for the day to day operations and not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders as set out in the Circular to Shareholders despatched together with the Annual Report and that authority conferred by this resolution shall commence immediately upon the passing of this resolution;

AND THAT such mandate shall continue in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act, (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in an AGM or Extraordinary General Meeting;

whichever is the earlier

AND THAT the breakdown of the aggregate value of the recurrent related party transactions made during the financial year will be disclosed in the Company's Annual Report based on the following information:-

- (a) the type of the recurrent related party transactions made; and
- (b) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company."

**Ordinary Resolution 7**

7. To transact any other business of the Company of which due notice has been given to the Company.

By Order of the Board

**Liu Yee Ling @ Annie Liu (LS0001146)**

Secretary

Sandakan  
29 May 2015

**Notes:**

- a) A depositor whose name appears in the Record of Depositors as at 16 June 2015 (General Meeting Record of Depositors) shall be regarded as a member entitled to attend, speak and vote at this 27<sup>th</sup> AGM of the Company or appoint a proxy to attend, speak and vote in his/her stead.
- b) A proxy or an attorney need not be a member of the Company and Section 149(1)(b) of the Act shall not apply to the Company.
- c) The form of proxy or power of attorney if executed by a corporation must be executed under common seal.
- d) The instrument appointing a proxy or a power of attorney must be deposited at the Registered Office of the Company at Lot 6, Block 44, Leboh Tiga, 90000 Sandakan, Sabah not less than 48 hours before the time set for the meeting or any adjournment thereof.
- e) Where a member of the Company is an exempt authorised nominee 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 authorised nominee may appoint in respect of each omnibus account it holds.
- f) The proposed Ordinary Resolution 6, if passed, will empower the Directors to issue shares up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company. This mandate is a renewal of the last mandate granted to the Directors at the 26<sup>th</sup> AGM held on 25 June 2014 and, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM.

As at the date of this notice, no new shares in the Company were issued pursuant to the last mandate.

The renewal of this mandate 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 investment project(s), working capital and/or acquisitions.

- g) The proposed Ordinary Resolution 7, if passed, will enable the Company and/or its subsidiary companies to enter into recurrent related party transactions which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business on terms not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company.

Further information on the Proposed Renewal of the Existing Shareholders' Mandate For Recurrent Related Party Transactions is set out in the Circular to Shareholders which is despatched together with the Company's 2014 Annual Report.