

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty Second (32nd) 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 Monday, 15 June 2015 at 10.00 am for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation pursuant to Article 89 of the Company's Articles of Association:
 - (a) Datuk Dr. Mohd. Yaakub Bin Hj. Johari, J.P. **Resolution 1**
 - (b) Datuk Mohd. Hasnol Bin Ayub **Resolution 2**
 - (c) Datuk Madius Bin Tangau, J.P. **Resolution 3**
3. To re-elect the following Directors who retire pursuant to Article 93 of the Company's Articles of Association:
 - (a) Kee Mustafa **Resolution 4**
 - (b) Vincent Chin Kiang Ming **Resolution 5**
4. To re-appoint Datuk Ismail Bin Awang Besar, J.P. as a Director pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the conclusion of the next Annual General Meeting. **Resolution 6**
5. To approve the final tax exempt dividend of 4% (4 sen per ordinary share), in respect of the financial year ended 31 December 2014. **Resolution 7**
6. To approve the payment of Directors' fees amounting to RM600,000.00 for the financial year ending 31 December 2014. **Resolution 8**
7. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to determine their remuneration. **Resolution 9**

As Special Business

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

8. 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 authorised 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 terms and conditions and for such proposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued 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 and also empowered to obtain the approval for the listing and quotation of the additional shares so issued, subject to the approval from the Bursa Malaysia Securities Berhad and other relevant bodies where such approval is necessary." **Resolution 10**
9. 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 that the final tax exempt dividend of 4% (4 sen per ordinary share) in respect of the financial year ended 31 December 2014, the dividend will be paid to the shareholders on 31 July 2015.

The entitlement date shall be fixed on 10 July 2015 and a Depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 10 July 2015 in respect of transfers.
- (b) 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 22 May 2015.
Kota Kinabalu, Sabah

Explanatory Notes:

- (i) Resolution 10, 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 considered 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. No new shares had been issued by the Company since obtaining the authority from the shareholders at the last AGM held on 24 June 2014.

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 funds for future investments, acquisitions and/or to meet working capital requirements.

Notes:

1. A member of the Company entitled to attend and vote at this Meeting is entitled to appoint up to two (2) proxies to attend and vote instead of him/her. A proxy may but not need to a member of the Company.
2. 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.
3. 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 common seal or under the hand of an officer or attorney duly authorised.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industries (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 authorised nominee may appoint in respect of each omnibus account it holds.
5. 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.