

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting of the Company will be held at Belian Room, 7th Floor, Promenade Hotel, Eastern Plaza, Mile 1, Jalan Kuhara, 91000 Tawau, Sabah, on Tuesday, 24 May 2016 at 11:30 am to transact the following business:

AGENDA

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 and the Reports of the Directors and Auditors thereon. | <i>Please refer to Explanatory Notes (a)</i> |
| 2. To approve the payment of Directors' fees of RM120,000 for the financial year ended 31 December 2015. | Resolution 1 |
| 3. To re-elect the following directors, retiring pursuant to Article No. 90 of the Company's Articles of Association: | |
| (a) Encik Lim Fook Hin | Resolution 2 |
| (b) Datuk Hj. Othman Bin Walat | Resolution 3 |
| 4. To re-elect Datuk (Dr.) Tan Aik Pen, the Managing Director of the Company retiring in accordance with Article No. 124 of the Company's Articles of Association. | Resolution 4 |
| 5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 5 |

SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following resolution:

ORDINARY RESOLUTION

Proposed Re-appointment of Director pursuant to Section 129(6) of the Companies Act, 1965 **Resolution 6**

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Datuk Jaswant Singh Kler be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting."

7. To consider and if thought fit, to pass the following resolution:

ORDINARY RESOLUTION

Proposed Retention of Independent Non-Executive Director **Resolution 7**

"THAT Datuk Hj. Majin Hj. Ajing who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years to continue to act as an Independent Non-Executive Director of the Company until the next Annual General Meeting."

8. To consider and if thought fit, to pass the following resolution:

ORDINARY RESOLUTION

Proposed Retention of Independent Non-Executive Director **Resolution 8**

"THAT subject to the passing of Resolution 6, Datuk Jaswant Singh Kler who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years to continue to act as an Independent Non-Executive Director of the Company until the next Annual General Meeting."

9. To consider and if thought fit, to pass the following resolution:

ORDINARY RESOLUTION

Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965 **Resolution 9**

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from the relevant statutory and regulatory authorities, where such approvals are necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time at such price 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 and that the Directors be and are empowered to obtain the approvals from Bursa Malaysia Securities Berhad for the listing and quotation of the additional new ordinary shares to be issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

10. To consider and if thought fit, to pass the following resolution:

ORDINARY RESOLUTION

Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature **Resolution 10**

"THAT approval be and is hereby given, for the Renewal of the Existing Shareholders' Mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4.2 of the Circular to Shareholders dated 29 April 2016 with the related parties described therein provided such transactions are necessary for the day to day operations, carried out in the normal course of business, at arm's length, on normal commercial terms, not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders;

AND THAT such approval shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next annual general meeting of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("CA") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of CA); or
- (c) revoked or varied by a resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT the Directors be and are hereby authorised to complete and do such acts and things as may be required by the relevant authorities (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

11. To transact any other business of the Company of which due notice shall have been given to the Company in accordance with the Company's Articles of Association and the Companies Act, 1965.

GENERAL MEETING RECORD OF DEPOSITORS

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 22nd Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Article 62(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 17 May 2016. Only a depositor whose name appears on the Record of Depositors as at 17 May 2016 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his behalf.

By Order of the Board

Dorothy Luk Wei Kam (MAICSA 7000414)

Chan Ai Hoon (LS 0000393)

Company Secretaries

Kota Kinabalu, Sabah

Dated: 29 April 2016

NOTES

- (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company and there shall be no restriction as to the qualification of the proxy.
- (b) A member shall be entitled to appoint one (1) but not more than two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies to attend and vote instead of him at the same meeting, the appointment shall be invalid unless he specified the proportions of his holdings to be represented by each proxy.
- (c) 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.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (e) The instrument appointing a proxy shall be deposited at the Registered Office of the Company at 6th Floor, Menara Tun Mustapha, Likas Bay, 88400 Kota Kinabalu, Sabah, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES

(a) Audited Financial Statements for Financial Year Ended 31 December 2015

Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, it will not be put forward for voting.

(b) Proposed Re-appointment of Director pursuant to Section 129(6) of the Companies Act, 1965

The proposed Resolution 6 in relation to the re-appointment of Datuk Jaswant Singh Kler, being a person over the age of 70 years, a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company, shall, pursuant to Section 129(6) of the Companies Act 1965, take effect if the proposed Resolution 6 has been passed by a majority of not less than three-fourths (3/4) of such members being entitled to vote in person or, where proxies are allowed, by proxy, at the 22nd Annual General Meeting.

(c) Proposed Retention of Independent Non-Executive Directors

In relation to the proposed Resolution 7 and 8, the Nomination Committee has assessed the independence of Datuk Hj. Majin Hj. Ajing and Datuk Jaswant Singh Kler who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended that they continue to act as Independent Non-Executive Directors of the Company based on the following justifications:

- (a) they have fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (b) they have ensured check and balance in the proceedings of the Board and the Board committees;
- (c) they have actively participated in Board deliberations, provided objectivity in decision making and an independent voice to the Board;
- (d) they have devoted sufficient time and attention to their responsibility as Independent Non-Executive Directors of the Company; and
- (e) they have exercise due care in the interest of the Company and shareholders during their tenure as Independent Non-Executive Directors of the Company.

(d) Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 9, if passed, shall give power to the Directors to issue ordinary shares in the capital of the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 28 May 2015. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

(e) Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Resolution 10, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the mandated related parties provided that such transactions are necessary for the Group's day to day operations, carried out in the normal course of business, at arm's length, on commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders. Shareholders are directed to refer the Circular to Shareholders dated 29 April 2016 for more information.