



CREST BUILDER HOLDINGS BERHAD
(673882-M)
(Incorporated in Malaysia)

Notice of 15th Annual General Meeting

NOTICE is hereby given that the 15th annual general meeting will be held

Venue Sime Darby Convention Centre
1A, Jalan Bukit Kiara 1
60000 Kuala Lumpur

Day, date and time Wednesday, 7 June 2017 at 10.00 a.m.

AGENDA

Ordinary business

1. Laying of audited financial statements and reports

To receive and adopt the duly audited financial statements consisting of the consolidated statement of comprehensive income, the consolidated statement of financial position, the Reports of the Directors and Auditors for the financial year ended 31 December 2016, in compliance with Section 169(1) and Section 174(1) of the Companies Act, 1965 respectively.

Resolution 1

2. Declaration of dividend

THAT the payment for a first and final single tier dividend of 4.00 Sen per ordinary share in respect of the financial year ended 31 December 2016 be hereby approved.

Resolution 2

3. Election of Director

THAT re-election of the Managing Director, Mr Yong Shang Ming who retires in accordance with Article 79 of the Company's Constitution, be hereby approved.

Resolution 3

4. Election of Director

THAT re-election of the Executive Director, Madam Koh Hua Lan (f) who retires in accordance with Article 80 of the Company's Constitution, be hereby approved.

Resolution 4

5. Appointment of Auditors

THAT the appointment of Messrs Baker Tilly Monteiro Heng, Chartered Accountants, as the Auditors in accordance with Article 57 of the Company's Constitution and pursuant to Section 271(4)(a) of Companies Act, 2016 for the ensuing financial year ending 31 December 2017 be confirmed and that the Directors be authorised to fix the remuneration of the Auditors pursuant to Section 274(1)(a) of the Companies Act, 2016 be hereby approved.

Resolution 5

Special business

6. Approval for fees for Directors pursuant to Section 230(1)(a) of the Companies Act, 2016

Resolution 6

THAT the payment of RM198,000 as fees for Directors for the year ended 31 December 2016 (2015: RM198,000) in accordance with Article 88 of the Company's Constitution be hereby approved.

7. Allotment of shares or grant of rights with the Company approval pursuant to Section 76 of the Companies Act, 2016

Resolution 7

THAT pursuant to Section 76 of the Companies Act, 2016 and subject to the approval of all relevant authorities being obtained, the Directors be empowered for the purposes of Section 75(1) of the Companies Act, 2016 to issue shares in the Company at any time and 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 issued pursuant to this resolution does not exceed 10% of the issued and paid up capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next annual general meeting be hereby approved.

8. Proposed renewal of share buy-back authority of up to ten percent (10%) of the issued and paid-up share capital

Resolution 8

THAT subject to Section 127 of the Companies Act, 2016 and rules, regulations or orders made pursuant to the Act, provisions of the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares comprised in the Company's issued and paid-up ordinary share capital, such purchases to be made through Bursa Securities subject further to the following:

- (i) the aggregate number of ordinary shares in CBHB ("CBHB Shares") which may be purchased or held by the Company shall not exceed ten per cent (10%) of the issued and paid-up ordinary share capital of the Company ("Proposed Share Buy-Back"), subject to the restriction that the issued and paid-up ordinary share capital of CBHB does not fall below the minimum share capital requirements of the Listing Requirements of Bursa Securities ("Listing Requirements") applicable to a company listed on the Main Market of Bursa Securities and that the listed issuer continues to maintain a shareholding spread that is in compliance with the requirements of the Listing Requirements after the share purchase;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the CBHB Shares under the Proposed Share Buy-Back shall not exceed the retained earnings and/or share premium account of the Company for the time being which stood at RM26,386,415.50 and RM4,269,146.38 respectively as at 31 December 2016 based on the latest audited financial statements of CBHB for the financial year ended 31 December 2016;
- (iii) the authority conferred by this resolution to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until;
 - (a) the conclusion of the next annual general meeting ("AGM") of the Company at which such resolution was passed at the which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
 - (b) the expiration of the period within the next AGM of the Company after that date is required by law to be held; or
 - (c) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the CBHB Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and
- (iv) upon completion of the purchase(s) of the CBHB Shares by the Company, the Directors of the Company be and are hereby authorised to retain the CBHB Shares so purchased as treasury shares, which may be distributed as dividends to shareholders, cancel and/or resold on Bursa Securities, in the manner as prescribed by the Act, rules, regulations and orders made pursuant to the Companies Act, 2016 and the requirements of Bursa Securities and any other relevant authority for the time being in force,

AND THAT the Directors of the Company be and hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of CBHB Shares.

9. Continuing in Office as Independent Non-Executive Directors

9.1 **THAT**, approval be and is hereby given to Encik Mohd Khasan Bin Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.

Resolution 9

9.2 **THAT**, approval be and is hereby given to Mr Kam Yong Kan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.

Resolution 10

NOTICE OF DIVIDEND ENTITLEMENT

Further NOTICE is hereby given that a first and final single tier dividend 4.00 Sen per ordinary share in respect of the financial year ended 31 December 2016 if approved by shareholders, will be paid on 14 July 2017 to depositors registered in the Record of Depositors at the close of business on 23 June 2017.

A depositor shall qualify for entitlement only in respect of:

- (a) share transferred into the depositor's securities account before 4:00 noon on 23 June 2017 in respect of ordinary transfers; and
- (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

Company Secretary
Heng Chiang Pooch FCIS
(MAICSA 7009923)

Dated: 27 April 2017

Notes

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint anyone to attend and vote in his stead as his proxy without limitation and the provisions of Section 334 of Act shall apply.
2. If a corporation is a member of the Company, the corporation may by resolution of its Board or other governing body authorise a person or persons to act as its representative or representatives at any meeting of members of the Company. A certificate of authorisation by a corporate member shall be prima facie evidence of the appointment or the revocation of the appointment, as the case may be, of a representative pursuant to Section 333 of the Act.
3. Shareholders' attention is hereby drawn to the Listing Requirements of the Bursa Malaysia Securities Berhad, which allows a member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, to appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities.
4. A member may appoint more than one (1) proxy provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office situated at No. 62-2, Jalan 2A/27A, Section 1, Wangsa Maju, 53300 Kuala Lumpur, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
6. In respect to the deposited securities, only members whose name appear in the Record of Depositors on 26 May 2017 shall be eligible to attend the meeting or to appoint proxy to attend and/or vote on his behalf.