



NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second (22nd) Annual General Meeting of the Company will be convened and held at Ming Garden Hotel & Residences, Level 2, Kinabalu Room 1, Lorong Ming Garden, Jalan Coastal, 88000 Kota Kinabalu, Sabah on Wednesday, 5 December 2018 at 9.00 a.m. to transact the following business:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 1
- To approve the payment of Directors' fees and other benefits for an amount of not exceeding RM250,000 payable to the Directors of the Company for the period commencing from 1 July 2018 until the conclusion of the next Annual General Meeting of the Company.
Ordinary Resolution 1
- To re-elect Mr Ooi Jit Huat who retire pursuant to Article 86 of the Company's Articles of Association and who, being eligible, offer himself for re-election.
Ordinary Resolution 2
- To re-appoint Messrs. PKF as the Company's Auditors until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
Ordinary Resolution 3
- AS SPECIAL BUSINESS**
To consider and if thought fit, with or without any modification, to pass the following resolutions:
 - Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**
Ordinary Resolution 4
"THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental / regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."
 - Proposed Renewal of Share Buy-Back Authority for the Company to Purchase of its Own Ordinary Shares**
Ordinary Resolution 5
"THAT subject always to the Act, the Articles of Association of the Company, the Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-
 - the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
 - the maximum fund to be allocated by the Company for the purpose of purchasing the shares be backed by an equivalent amount of retained profits; and
 - the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or to resell the shares, or distribute the shares as dividends;
AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-
 - the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting; whichever occurs first.AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."
 - Retention of Mr Ooi Jit Huat as Independent Non-Executive Director**
Ordinary Resolution 6
"THAT Mr Ooi Jit Huat, who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."
 - Proposed Adoption of New Constitution of the Company**
Special Resolution 1
"THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in the Circular to Shareholders dated 31 October 2018 with immediate effect AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- To transact any other ordinary business for which due notice have been given.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482)
THIEN LEE MEE (LS0009760)
Company Secretaries

Sandakan
31 October 2018

Notes:

- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint proxy/proxies to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
- A member shall not be entitled to appoint not more than two (2) proxies to attend the same meeting and such appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- In the case of corporate member, the instrument appointing a proxy shall either under its Common Seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may 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 account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form duly completed must be deposited at the Company's Registered Office at 1st Floor, Lot 5, Block No.4, Bandar Indah, Mile 4, Jalan Utara, P.O. Box 2848, 90732, Sandakan, Sabah, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- Only a depositor whose name appears on the Record of Depositors as at 26 November 2018 shall be regarded as member of the Company entitled to attend, speak and vote at the Annual General Meeting or appoint proxy/proxies to attend and vote on his/her behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.

Explanatory Notes:

- Audited Financial Statements for the financial year ended 30 June 2018**
The Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Retirement of Director**
Article 86 of the Company's Articles of Association states that one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.
Mr Kwan Tack Chiong who is retiring pursuant to Article 86 of the Company's Articles of Association, has expressed his intention not to seek re-election at this 22nd AGM of the Company. Hence, he shall cease to be a Director of the Company at the conclusion of the 22nd AGM.
- Ordinary Resolution 4 – Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 Of the Companies Act, 2016**
The proposed adoption of the Ordinary Resolution No. 4, if passed, will empower the Directors of the Company to issue and allot new shares at any time to such persons, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.
With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.
The General Mandate granted by the shareholders at the Twenty-First AGM of the Company had not been utilised and hence no proceed was raised therefrom.
- Ordinary Resolution 5 - Proposed Renewal of Share Buy-Back Authority for the Company to Purchase of its Own Ordinary Shares**
Ordinary Resolution 5, if passed, will provide the mandate for the Company to buy back its own shares up to a limit of 10% of the issued share capital of the Company ("Proposed Share Buy-Back Renewal"). Detailed information on the Proposed Share Buy-Back Renewal is set out under Statement to Shareholders dated 31 October 2018 which is despatched together with the Company's Annual Report 2018.
- Ordinary Resolution 6- Retention of Mr Ooi Jit Huat as Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance ("MCCG")**
Ordinary Resolutions 6, if passed, will allow Mr Ooi Jit Huat to be retained and continue to act as an Independent Non-Executive Director of the Company. The full details of the Board's justifications for his retention are set out in the Corporate Governance Overview Statement in the Company's Annual Report 2018.
- Special Resolution 1 – Proposed Adoption of New Constitution of the Company**
The proposed alteration of the existing Memorandum and Articles of Association of the Company in its entirety and to substitute the same with a new Constitution of the Company are made mainly for the purpose to streamline and be aligned with the Companies Act, 2016 which came into force on 31 January 2017. It is also to provide clarity to certain provisions of the new Constitution, ensure consistency in cross references as well as use of defined terms and to correct typographical error, if any.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(pursuant to Paragraph 8.27(2) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Further details of Directors who are standing for re-election and retention as Directors

The profiles of the Directors who are standing for re-election and re-appointment at the 22nd AGM are set out in the Directors' Profile of the Annual Report 2018.

No individual seeking election as a Director other than the Directors who are seeking re-election and retention as a Director at the 22nd AGM