

**Notice of The Nineteenth Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of the Company will be held at Amadeus IV, Level 2, Sabah Hotel Sandakan, KM 1, Jalan Utara, 90703 Sandakan, Sabah on Wednesday, 8 May 2019 at 11.00 a.m. for the following business:

- | AGENDA | RESOLUTION NO. |
|---|-----------------------|
| 1. To lay the audited financial statements of the Company for the financial year ended 31 December 2018 together with the reports of the directors and auditors. | |
| 2. To approve the payment of Directors' fees and benefits of up to RM160,000 for the period from 9 May 2019 to the next Annual General Meeting. | Ordinary Resolution 1 |
| 3. To re-elect the following directors retiring in accordance with Article 76 of the Company's Constitution: | |
| a) Dato' Seri Mah King Seng | Ordinary Resolution 2 |
| b) Mr. Chan Kam Leong | Ordinary Resolution 3 |
| 4. To appoint auditors and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |
| 5. To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications: | |
| AUTHORITY TO ALLOT SHARES | |
| "THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 allotted pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being." | Ordinary Resolution 5 |
| 6. To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications: | |
| PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY | |
| "THAT subject to the Companies Act 2016 ("Act"), provisions of the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, and other relevant approvals, the Directors of the Company be and are hereby authorised to purchase the Company's ordinary shares ("Shares") through Bursa Securities, subject to the following: | Ordinary Resolution 6 |
| (a) The maximum number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time; | |
| (b) The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company; | |
| (c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until: | |
| (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which this resolution was passed, at which time the authority shall lapse, unless the authority is renewed by an ordinary resolution passed at the next AGM; or | |
| (ii) the expiry of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340 of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or | |
| (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting; whichever occurs first; | |
| (d) Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt in the following manner as the Directors of the Company may decide: | |
| (i) cancel the Shares so purchased; or | |
| (ii) retain the Shares so purchased as treasury shares; or | |
| (iii) retain part of the Shares so purchased as treasury shares and/or cancel the remainder; or | |
| (iv) distribute the treasury shares as dividends to shareholders; | |
| (v) resell the treasury shares or any of the shares in accordance with the relevant rules of Bursa Securities; | |
| (vi) transfer the treasury shares, or any of the shares for the purposes of or under an employees' share scheme; | |
| (vii) transfer the treasury shares, or any of the shares as purchase consideration; or | |
| (viii) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe. | |
| "THAT the Directors of the Company be and are hereby authorised to take all such steps and enter into all agreements, arrangements and guarantees with any party or parties as are necessary to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares." | |
| 7. To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications: | |
| APPROVAL TO CONTINUE IN OFFICE AS SENIOR INDEPENDENT DIRECTOR | |
| "THAT Mr. Chua Kim Yin who has served the Board as the Senior Independent Non-Executive Director of the Company for a cumulative term of more than twelve years since 21 July 2005 be and is hereby retained as the Senior Independent Non-Executive Director of the Company." | Ordinary Resolution 7 |
| APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR | |
| "THAT Mr. Choong Pak Wan who has served the Board as the Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 25 February 2009 be and is hereby retained as the Independent Non-Executive Director of the Company." | Ordinary Resolution 8 |
| APPROVAL TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR | |
| "THAT Mr. Chan Kam Leong who has served the Board as the Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 2 May 2008 be and is hereby retained as the Independent Non-Executive Director of the Company." | Ordinary Resolution 9 |
| 8. To consider and if thought fit, to pass the following Special Resolution, with or without modifications: | |
| PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY | |
| "THAT the new set of the Constitution of the Company in the form and manner as set out in Appendix A attached herewith be and is hereby approved and adopted as the new Constitution of the Company, in substitution for, and to the exclusion of, the existing Constitution of the Company AND THAT the Directors be and are hereby authorised to do all such acts and things and to take such steps that are necessary to give effect to the adoption of the new Constitution of the Company." | Special Resolution |
| 9. To transact any other business for which due notice shall have been given. | |

BY ORDER OF THE BOARD

KANG SHEW MENG
SEOW FEI SAN
Secretaries

Petaling Jaya
9 April 2019

Notes:-

- Only members whose names appear on the Record of Depositors as at 2 May 2019 shall be entitled to attend, speak and vote at the said meeting or appoint proxies on his/her behalf.
- A member shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) to attend, speak and vote at the same meeting. A proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- If the appointer is a corporation, the Form of Proxy must be executed under its seal or under the hand of its attorney.
- To be valid this form duly completed must be deposited at the Company's Share Registrar's Office at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting.
- Form of Proxy sent through facsimile transmission shall not be accepted.

Explanatory Note**Ordinary Resolution No. 1**

Pursuant to Section 230(1) of the Companies Act 2016 ("Act"), the fees and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The fee and benefits of the Non-Executive Directors of the Group consist of:

- Monthly fixed fee for duties as Non-Executive Director; and
- Meeting allowance for each Board/Board Committee/general meeting attended.

The Directors fee and benefits from 9 May 2019 until the conclusion of the next Annual General Meeting, is estimated not to exceed RM160,000.

Ordinary Resolution No. 5

The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to allot and issue not more than 10% of the total number of issued shares of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Eighteenth Annual General Meeting held on 16 May 2018 and which will lapse at the conclusion of the Nineteenth Annual General Meeting.

The authority 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 future investment project(s), working capital, repayment of bank borrowings and/or acquisitions.

Ordinary Resolution No. 6

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to continue to purchase the Company's shares up to ten percent (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained earnings of the Company. Further information on the Proposed Renewal of the Share Buy-Back Authority is set out in the Share Buy-back Statement dated 9 April 2019 which is despatched together with Company's Annual Report 2018.

Ordinary Resolution No. 7

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr. Chua Kim Yin who has served as Senior Independent Director of the Company for a cumulative term of more than twelve years.

Besides being an Associate Member of Certified Practising Accountant Australia, Mr. Chua Kim Yin as a senior Partner in a Sabah law firm has good knowledge and experience on the law in that State where the Group operates. He has also gained vast experience in a diverse range of business matters from his profession. He has been with the Company for more than twelve years and is well versed with its business operations. The Board is of the opinion that he has brought and will continue to bring positive contributions to the Group through his area of expertise and his understanding of its business operations.

Thus, the Board recommends him to continue to act as Independent Director of the Company.

The Company would apply the two-tier voting process in seeking shareholders' approval to retain Independent Director beyond twelve years of tenure as cited by the Malaysian Code of Corporate Governance.

Ordinary Resolution No. 8

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr. Choong Pak Wan who has served as Independent Director of the Company for a cumulative term of more than nine years.

Mr. Choong Pak Wan has more than 40 years of experience in property development and construction, and his position as Project Director in an established architecture firm has contributed positively to the Board in the area of project planning and implementation. He has been with the Company for more than nine years. The Board is of the opinion that he has brought and will continue to bring position contributions to the Group through his area of expertise and his understanding of the Company's operations and thus, recommends him to continue to act as Independent Director of the Company.

Ordinary Resolution No. 9

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Mr. Chan Kam Leong who has served as Independent Director of the Company for a cumulative term of more than nine years.

Mr. Chan Kam Leong has more than 45 years of experience in civil and structural engineering consultancy, being a winner of Tan Sri Hj Yusoff Prize for publishing an outstanding paper for The Institution of Engineers, Malaysia. He has a good understanding of the Company's operations and has always provided valuable technical guidance. He has been with the Company for more than nine years and is familiar with its business operations. The Board is of the opinion that he has brought and will continue to bring position contributions to the Group through his area of expertise and his understanding of its operations and recommends him to continue to act as Independent Director of the Company.

Special Resolution

The proposed Special Resolution, if passed, will give full effect to the proposed amendments to the Constitution of the Company by substituting the existing Constitution with the new set of Constitution as set out in Appendix A.

The rationale of the proposed amendments to the existing Constitution is to ensure continued compliance and to bring the Constitution of the Company in line with the following laws and regulations:-

- Amended Bursa Malaysia Securities Berhad Main Market Listing Requirements which was issued on 29 November 2017; and
- Companies Act 2016 which came into effect on 31 January 2017.