

NOTICE OF 17TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th annual general meeting will be held

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

Day, date and time Wednesday, 12 June 2019 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 2018, in compliance with Section 340(1)(a) and 266(1)(a) of the Companies Act 2016 respectively.

Resolution 1

2. Declaration of dividend

THAT the payment for a first and final single tier dividend of 4.5 Sen per ordinary share in respect of the financial year ended 31 December 2018 be hereby approved.

Resolution 2

3. Election of director

THAT re-election of the Executive Director, Madam Koh Hua Lan 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 Independent Non-Executive Director, Mr. Kam Yong Kan, who retires in accordance with Article 79 of the Company's Constitution, be hereby approved.

Resolution 4

5. Appointment of auditors

THAT the appointment of Messrs Baker Tilly Monteiro Heng PLT, Chartered Accountants, as the auditors in accordance with Article 57 of the Company's Constitution and pursuant to Section 271(4)(a) of the Companies Act 2016 for the ensuing financial year ending 31 December 2019 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 financial year ended 31 December 2018 (2017: RM188,371) in accordance with Article 88 of the Company's Constitution be hereby approved.

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

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.

Resolution 7

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

THAT subject to Section 127 of the Companies Act 2016 and rules, regulations or orders made pursuant to the Companies Act 2016, 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:

Resolution 8

- (i) the aggregate number of ordinary shares in Crest Builder Holdings Berhad ("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 account of the Company for the time being which stood at RM30,918,864 as at 31 December 2018 based on the latest audited financial statements of CBHB for the financial year ended 31 December 2018;
- (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 time which 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 the Companies Act 2016 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,

NOTICE OF 17TH ANNUAL GENERAL MEETING (cont'd)

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 Companies Act 2016, 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 of 4.5 Sen per ordinary share in respect of the financial year ended 31 December 2018 if approved by shareholders, will be paid on 2 August 2019 to depositors registered in the Record of Depositors at the close of business on 12 July 2019.

A depositor shall qualify for entitlement only in respect of:

- (a) share transferred into the depositor's securities account before 4:00 noon on 12 July 2019 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 Pooh FCIS
(MAICSA 7009923)

Dated: 29 April 2019

NOTICE OF 17TH ANNUAL GENERAL MEETING (cont'd)

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 the Companies Act 2016 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 Companies Act 2016.*
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 31 May 2019 shall be eligible to attend the meeting or to appoint proxy to attend and/or vote on his behalf.*

STATEMENT ACCOMPANYING NOTICE OF 17TH ANNUAL GENERAL MEETING

1. VOTING BY WAY OF POLL

Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice shall be put to vote by way of poll.

2. ORDINARY BUSINESS – RESOLUTION 1

The Board had proposed that Resolution 1 be recommended for consideration at the annual general meeting 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 2018. However, the same matters had been formally approved by the Board in compliance with the provisions of the Companies Act 2016.

3. ORDINARY BUSINESS – RESOLUTION 2

The directors now recommend a first and final single tier dividend of 4.5 Sen (RM0.045) per each ordinary share held in respect of the financial year ended 31 December 2018.

4. ORDINARY BUSINESS – RESOLUTION 3 & 4

The particulars of the retiring directors who are standing for re-election are set out in the relevant pages of the Annual Report as follows.

Name of Directors	Directors' Profile	Directors' Shareholdings
Madam Koh Hua Lan (Executive Director)	Page 11	Page 185
Mr. Kam Yong Kan (Independent Non-Executive Director)	Page 11	Page 185

Details of directors' attendance at Board Meetings are set out in the Statement of overview on Corporate Governance on Page 30 of the Annual Report.

5. ORDINARY BUSINESS – RESOLUTION 5

Pursuant to Section 273(b) of the Companies Act 2016, an auditor shall cease to hold office at the conclusion of the annual general meeting next following his appointment, unless the auditor is re-appointed.

6. SPECIAL BUSINESS – RESOLUTION 6

This authorisation by the general meeting would enable the payment of directors' remuneration in accordance with Article 88 of the Company's Constitution as follows:

Article 88 - Directors' Remuneration

The directors shall be paid by way of remuneration for their services such fixed sums (if any) as shall from time to time be determined by the Company in general meeting, and such remuneration shall be divided among the directors in such proportion and manner as the directors may determine. Provided always that:

- (a) *fees payable to directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover;*
- (b) *salaries payable to directors who do hold an executive office in the Company may not include a commission on or percentage of turnover;*
- (c) *fees payable to directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting;*
- (d) *any fee paid to an Alternate Director shall be such as agreed between herself and the director nominating her shall be paid out of the remuneration of the latter.*

STATEMENT ACCOMPANYING NOTICE OF **17TH ANNUAL GENERAL MEETING** (cont'd)

7. SPECIAL BUSINESS – RESOLUTION 7

The Company had during its 16th annual general meeting held on 20 June 2018, obtained its shareholders' approval for the general mandate 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. The Company did not issue any shares pursuant to the said mandate.

This Proposed Resolution 7 which is an Ordinary Resolution, if passed, will grant a renewed general mandate which will provide flexibility for the Company and will empower the directors to issue new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the purpose of funding current and/or future investment projects, working capital, and/or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will be valid until the conclusion of the next annual general meeting.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company shall make an announcement in respect thereof.

8. SPECIAL BUSINESS – RESOLUTION 8

The Proposed Share Buy-Back of up to ten percent (10%) of the issued and paid-up share capital, if approved by the shareholders of the Company, will enable the Company to make purchases of ordinary shares comprised in the Company's issued and paid-up ordinary share capital. Further information can be obtained in the accompanying Circular dated 29 April 2019.

9. SPECIAL BUSINESS – RESOLUTION 9 & 10

With reference to our Corporate Governance Report on disclosures made pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements and in compliance with the Malaysian Code on Corporate Governance 2017, the next Resolution 9 and Resolution 10 are with respect to approval sought for each independent director who had served since 2003.

As stated under Practice 4.2 in the Corporate Governance Report, the Board had in reviewing the independent status, considered that it is necessary to focus not only on whether a director's background and current activities qualify him as being independent but also whether the director can act independently of management.

In the application of best practice, if the Board continues to retain an independent director after the twelfth year, the Board should seek annual shareholders' approval through a two-tier voting process.

- Tier 1: Only the Large Shareholder(s) of the Company votes; and
- Tier 2: Shareholders other than Large Shareholders votes.

From the records, the only large shareholder is SC Yong Holdings Sdn. Bhd. with 66,622,000 shares or 39.92% of the equity capital, who shall be voting under Tier 1.

The rest of the shareholders shall vote under Tier 2.

The resolution is deemed passed only if both Tier 1 and Tier 2 voted in support of the proposed resolution.

STATEMENT ACCOMPANYING NOTICE OF **17TH ANNUAL GENERAL MEETING** (cont'd)

The Board of Directors has via the Nomination Committee assessed the independence of Encik Mohd Khasan bin Ahmad and Mr. Kam Yong Kan who each has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications.

- (i) each of them fulfils the criteria of an Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) each of them is familiar with the Company's business operations as each has been with the Company for more than nine (9) years;
- (iii) each of them has devoted sufficient time and attention to his responsibilities as an Independent Non-Executive Director of the Company; and
- (iv) each of them has exercised due care during his tenure as an Independent Director of the Company and carried out his duty in the interest of the Company and shareholders.

The proposed Resolutions 9 and 10, if passed respectively, will enable Encik Mohd Khasan bin Ahmad and Mr. Kam Yong Kan to continue in office as Independent Non-Executive Directors.