



NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of the Company will be held at the Registered Office, Block G, Lot 3B, Bandar Leila, 90000 Sandakan, Sabah on 16 December 2020 at 10:00 am to transact the following business:

ORDINARY BUSINESS

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the payment of fees and benefits to Non-Executive Directors, of up to but not exceeding the amount of RM120,000 for the period from 17 December 2020 until the next Annual General Meeting of the Company. **Resolution 2**
3. To re-elect the following Directors:
 - 3.1 Mr Ng Chin Heng retiring pursuant to Clause No. 100 of the Company's Constitution and being eligible, offers himself for re-election. **Resolution 3**
 - 3.2 Mr Ng Chin Keuan retiring pursuant to Clause No. 100 of the Company's Constitution and being eligible, offers himself for re-election. **Resolution 4**
4. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 4**

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution with or without modification:

ORDINARY RESOLUTION
Proposed Retention of Independent Non-Executive Director

"That approval be and is hereby given for Mr Loh Thian Sang @ Lo Thian Siang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to be retained and to continue to act as an Independent Non-Executive Director of the Company until the next Annual General Meeting."

Resolution 5
6. To consider and if thought fit, to pass the following resolution:

ORDINARY RESOLUTION
Authority to issue shares pursuant to the Companies Act 2016

"THAT subject always to the Companies Act 2016, ("the Act"), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to 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 20% 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 of the Company."

Resolution 6

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

ORDINARY RESOLUTION
Proposed Renewal of Share Buy-Back Authority

"THAT subject to the provisions of the Companies Act 2016 ("the Act"), the Constitution of the Company and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all other applicable laws, rules, regulations, and orders and the approvals of all relevant regulatory authorities, the Company is hereby authorised to purchase and/or hold such number of ordinary shares ("shares") in the Company as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be purchased and/or held pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares in the ordinary share capital of the Company at any point in time and that an amount of the funds not exceeding the retained earnings of the Company, be utilised for Share Buy-Back;

AND THAT such Shares purchased may be retained as treasury shares and/or distributed as dividends and/or resold on the market of Bursa Securities and/or be cancelled, as the Directors may deem fit and expedient in the interest of the Company;

AND THAT such authority hereby given shall take effect immediately and shall continue to be in force until:

 - (a) the conclusion of the next Annual General Meeting of the Company at which time it shall 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 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by a resolution passed by the Shareholders in a general meeting, whichever is the earlier;

AND FURTHER THAT the Directors be hereby authorised to do all such acts and things as may be required by the relevant authorities (including executing any relevant documents) as they may consider expedient or necessary to complete and give effect to the aforesaid authorisation."

Resolution 7

8. To transact any other business of the Company of which due notice has been given to the Company.

By Order of the Board

Dorothy Luk Wei Kam (SSM PC No. 202008001484)(MAICSA 7000414)
Ho Ling Ling (SSM PC No. 202008000066)(MAICSA 7012567)
Company Secretaries

Kota Kinabalu, Sabah
Dated: 28 October 2020

Explanatory Notes

- (a) **Audited Financial Statements for the financial year ended 30 June 2020**
Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, it will not be put forward for voting.
- (b) **Ordinary Resolution – Proposed Retention of Independent Non-Executive Director**
In relation to the proposed Resolution 5, the Board of Directors has via the Nomination Committee assessed the independence of Mr Loh Thian Sang @ Lo Thian Siang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, and recommended him to continue to act as Independent Non Executive Director of the Company based on the following justifications:-
 - (i) He fulfills the criteria of an Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
 - (ii) He has extensive experience and knowledge in the marine industry which are relevant to the Group's activities;
 - (iii) He has demonstrated his capability as an independent director and provided numerous constructive suggestions to the Board; and
 - (iv) His level of independence and competency has not been impaired with time. The proposed Resolution No. 5, if passed, will enable Mr Loh Thian Sang @ Lo Thian Siang to continue in office as Independent Non-Executive Director until the next Annual General Meeting.

In accordance with Practice 4.2 of the Malaysian Code on Corporate Governance, the retention of an independent director who has served the Company for a cumulative term of more than 12 years as independent director is subject to shareholders' approval via a two-tier voting process.
- (c) **Ordinary Resolution - Authority to issue shares pursuant to the Companies Act 2016**
The proposed Resolution No. 6, 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 20% of the total number of issued shares in the ordinary 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. This general mandate is a renewal of the mandate that was approved by the shareholders on 26 November 2019. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to facilitate the Company to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.
- (d) **Ordinary Resolution - Proposed Renewal of Share Buy-Back Authority**
The proposed Resolution No. 7, if passed, shall empower the Directors of the Company to buy back and/or to hold the shares of the Company not exceeding 10% of the total number of issued shares in the ordinary share capital of the Company from time to time being quoted on Bursa Malaysia Securities Berhad as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company. Shareholders are directed to refer to the Share Buy-Back Statement dated 28 October 2020 for more information.

Notes:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, participate, speak and vote instead of him and that a proxy need not be a member of the Company.
- (b) For the purpose of determining member's eligibility to attend this Meeting, only member whose name appears in the Record of Depositors as at 10 December 2020 shall be entitled to attend this Meeting or appoint proxy(ies) to attend and/or vote on his behalf.

- (c) A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint not more than 2 proxies to attend and vote in his stead at the Meeting. There shall be no restriction as to the qualification of the proxy. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy, failing which, the appointment shall be invalid.
- (d) 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.
- (e) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney or if the appointor is a corporation under the seal, and the person so appointed may attend and vote at this meeting at which the appointor is entitled to vote.
- (f) The instrument appointing a proxy shall be left at the Registered Office of the Company at Block G, Lot 3B, Bandar Leila, 90000 Sandakan, Sabah, or received at the electronic address at ir@coastalcontracts.com, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which it is to be used, and in default shall not be treated as valid.
- (g) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to a vote by way of a poll.
- (h) The Board wishes to highlight this Annual General Meeting may be re-scheduled and/or postponed and/or change the arrangement at short notice in view of the COVID-19 Outbreak and the Malaysian Government's announcements or guidelines made from time to time. Rest assured, all members/proxies including attendees shall be kept informed of any unexpected changes. You are therefore requested to check and refer the website of the Bursa Malaysia Securities Berhad or the Company at <http://www.coastalcontracts.com> for the latest updates on the status of the said Meeting.

Administrative Guide:

- The health and safety of our members and staff who will attend the 20th AGM are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the 20th AGM:
- a. As a precautionary measure to contain the spread of COVID-19 and to accommodate the venue's limited space, the meeting will be based on first come, first served basis.
 - b. Members or proxies are encouraged to abide by regulations in place and enforced by the Ministry of Health and Government of Malaysia at the time deciding on whether or not to attend the 20th AGM in person.
 - c. Members are encouraged to appoint the Chairman of the meeting (or any other person) to act as proxy to attend and vote at the 20th AGM on their behalf by submitting the proxy form with predetermined voting instruction.
 - d. Members or proxies who are feeling unwell or have been placed under quarantine orders or stay-at-home notices are advised to refrain from attending the 20th AGM in person.
 - e. Members or proxies who had been in physical contact with a person infected with COVID-19 are advised to refrain from attending the 20th AGM in person.
 - f. In the interest of the public health including the well-being of our members, members must cooperate with the precautionary measures put in place by the Company should members (or proxies) wish to attend the 20th AGM in person.
 - g. Members/proxies must sanitise their hands and wear face mask if they are attending the meeting in person.
 - h. Members or proxies are advised to observe/maintain social distancing throughout the meeting.
 - i. No lunch will be provided to the Members or proxies.