



**NOTICE OF FIFTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fifth Annual General Meeting of the Company will be held at the Tanahmas Hotel, Jalan Kampung Nyabor, Sibul, Sarawak on Thursday 8 November 2012 at 10.00 a.m. to transact the following business:-

**AGENDA**

**ORDINARY BUSINESS**

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| 1 To receive the Audited Financial Statements of the Company for the financial year ended 31 May 2012 together with the Reports of the Directors and Auditors thereon.   | <b>Ordinary Resolution 1</b>                                 |
| 2 To approve the payment of directors' fees in respect of the financial year ending 31 May 2013.   | <b>Ordinary Resolution 2</b>                                 |
| 3 To re-elect the following Directors retiring pursuant to Article 86 of the Company's Articles of Association, and being eligible offer themselves for re-election :-<br>(i) Datuk Lau Nai Hoh<br>(ii) Mr Ling Ka Chuan | <b>Ordinary Resolution 3</b><br><b>Ordinary Resolution 4</b> |
| 4 To re-appoint Messrs. FOLKS DFK & Co. as Auditors for the ensuing year and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 5</b>                                 |

**SPECIAL BUSINESS**

To consider and, if thought fit, pass the following Ordinary Resolutions

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| <b>5 Authority to issue shares</b> | <b>Ordinary Resolution 6</b> |
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"THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the Company's Articles of Association and approvals of the relevant authorities, the Directors be hereby empowered to issue shares in the Company from time to 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 share capital of the Company for the time being AND THAT the Directors be hereby empowered to obtain approval for the listing and quotation of the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.

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| <b>6 Proposed Renewal of Authority for the Company to Purchase its Own Shares ("Proposed Share Buy-Back")</b> | <b>Ordinary Resolution 7</b> |
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"THAT subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and any other relevant authorities, the Directors be and are hereby authorised to utilise an amount not exceeding the total audited share premium and retained profits of the Company as at 31 May 2012 respectively to purchase such number of ordinary shares of the Company provided that the ordinary shares so purchased shall [in aggregate with the treasury shares as defined under Section 67A of the Act then still held by the Company] not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being;

AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next Annual General Meeting of the Company unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

AND THAT authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the ordinary shares purchased by the Company pursuant to the Proposed Share Buy-Back as treasury shares or subsequently to be distributed as share dividends or resold on Bursa Malaysia, or to cancel the shares so purchased, or a combination of the above AND FURTHER THAT the Directors be and are hereby authorised to act and to take all steps and do all things as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, variations and amendments as may be imposed by the relevant authorities."

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| <b>7 To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Articles of Association of the Company.</b> |  |
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By order of the Board

**Pauline Kon Suk Khim** (MAICSA 7014905)  
Company Secretary

Date : 16 October 2012

**Notes :-**

- For the purpose of determining a member who shall be entitled to attend this Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 60 of the Company's Article of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 1 November 2012. Only a depositor whose name appear on the General Meeting Record of Depositors as at 1 November 2012 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his-her behalf.
- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- To be valid, the proxy form, duly completed must be deposited at the registered office of the Company at Lot 199, Jalan Sg. Maaw, Sungai Bidut, P. O. Box 920, 96008 Sibul, Sarawak not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- 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 authorized nominee may appoint in respect of each omnibus account it holds.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, the form must be executed under its common seal or under the hand of an officer or attorney duly authorised.

**EXPLANATORY NOTES ON SPECIAL BUSINESS:**

**(a) Ordinary Resolution 6 – Authority to issue shares**

This ordinary resolution, if passed, is a renewal of the general mandate to empower the Directors of the Company from the date of this Annual General Meeting, authority to issue and allot Ordinary Shares from the unissued capital of the Company up to an aggregate of ten percent (10%) of the issued and paid-up share capital of the Company for the time being, for such purposes as the Directors consider in their absolute discretion to be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next annual general meeting. With this authority, the Company will be able to raise capital from the equity market in a shorter period of time and the cost to be incurred will also be lower as the need to convene an extraordinary general meeting will be dispensed with.

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 last Annual General Meeting held on 17 November 2011 and which will lapse at the conclusion of the forthcoming Annual General Meeting.

The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) working capital and/or acquisitions.

**(b) Ordinary Resolution 7 - Proposed Renewal of Authority for the Company to Purchase its Own Shares**

The Proposed Ordinary Resolution No. 7 if passed, will authorise the Company to purchase up to 10% of the issued and paid-up share capital of the Company through Bursa Malaysia Securities Berhad.