

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 4th Annual General Meeting of the Company will be held at Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak on Monday, 14th June 2010 at 11.30 a.m to transact the following purposes:-

**AGENDA****ORDINARY BUSINESS****1. Adoption of Audited Financial Statements**

To receive and adopt the Report of the Directors and the Audited Accounts for the financial year ended 31st December 2009 together with the Report of the Auditors thereon. **Ordinary Resolution 1**

**2. Approval of Directors' Fees**

To approve Directors' Fees in respect of the financial year ended 31st December 2009. **Ordinary Resolution 2**

**3. Re-Election of Directors**

To re-elect the following directors who retire in accordance with Article 86(a) of the Company's Articles of Association:-

Gordon Kab@ Gudan Bin Kab **Ordinary Resolution 3**

YB Chia Chu Fatt **Ordinary Resolution 4**

Polit Bin Hamzah **Ordinary Resolution 5**

To re-elect the following director who retire in accordance with Article 93 of the Company's Articles of Association:-

Sulahah Binti Maimunni **Ordinary Resolution 6**

**4. Appointment of Auditors**

To re-appoint Messrs KPMG as Auditors of the Company for the financial year ending 31 December 2010 and to authorize the Board of Directors to fix their remuneration. **Ordinary Resolution 7**

**SPECIAL BUSINESSES**

To consider and to pass, if thought fit, the following as Ordinary/Special Resolutions:

**5. Ordinary Resolution 8 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a Revenue or Trading Nature**

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and/or its subsidiaries to enter into RRPT of a Revenue or Trading Nature as set out in Section 2.4 of the Circular to Shareholders dated 21 May 2010 with the specific related parties mentioned therein which are necessary for the Group's day to day operations, subject to the following:

(a) That the RRPT of a revenue or trading nature entered into are in the ordinary course of business, they are at arm's length basis and on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and

(b) That the proposals are subject to annual renewal and that such approval shall continue to be in force until:-

1. The conclusion of the next Annual General Meeting ("AGM") of the Company;

2. The expiration of the period within the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Act; or

3. Revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier;

(c) AND THAT the Directors of the Company be authorized to complete and do all such acts and things as they may consider expedient or necessary to give effect to the RRPTs contemplated and/or authorized by this Ordinary Resolution." **Ordinary Resolution 8**

**6. Ordinary Resolution 9 - Proposed Renewal of Authority to Purchase Own Shares**

"THAT, subject always to the Companies Act 1965, and all applicable laws, guidelines, rules and regulations, the Directors of the Company be and are hereby authorized to purchase such amount of ordinary shares of RM0.50 each in the Company as 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, necessary and expedient in the interests of the Company provided THAT :-

(1) The aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company;

(2) The amount of fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits and share premium account of the Company. As of 31 December 2009, the audited retained profits and share premium account of the Company were RM1.78 million and RM87.07 million respectively.

(3) The Directors of the Company may decide in their discretion to retain the shares purchased as treasury shares and/or distribute them as dividends and/or resell them on the market of Bursa Malaysia and/or subsequently cancel all or part of them

AND THAT authority be and is hereby given to the Directors of the Company to act and to take all such steps as are necessary or expedient to implement and finalize and give full effect to the Proposed Share Buy-Back.

AND THAT such authority conferred by this resolution will commence immediately and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company following the passing of this ordinary resolution unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a General Meeting." **Ordinary Resolution 9**

**7. Ordinary Resolution 10 - Authority to Issue Shares pursuant to Section 132D of the Companies Act 1965**

"THAT pursuant to Section 132D of the Companies Act 1965 ("the Act") and subject always to the approval of the relevant authorities, the Directors be and are 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 ten percent (10%) of the issued share capital of the Company for the time being AND THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 10**

**8. Special Resolution 1 - Proposed Amendment to the Articles of Association of the Company**

"THAT the existing Article 149 be deleted in its entirety and be replaced by the following Article to read:-

**Article 149**

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant and sent through post direct to the registered address of the holder or to such person and to such address as the holder may in writing direct or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent and the payment of any such cheque or warrant or electronic transfer or remittance shall operate as a good and full discharge to the Company in respect of the payment represented thereby. Every such cheque or warrant or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented. No unpaid dividend or interest shall bear interest against the Company." **Special Resolution 1**

**9. To transact any other ordinary business that may be transacted at an Annual General Meeting, of which due notice shall have been given.****BY ORDER OF THE BOARD**

BONG SIU LIAN (MAICSA 702221)

BAILEY KHO CHUNG SIANG (LS000578)

Company Secretaries

Miri, Sarawak

Dated this 21 May 2010

**Notes:-**

- 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, this form, duly completed must be deposited at the Office of the Company not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- 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 Act 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 this form must be executed under its common seal or under the hand of an officer or attorney duly authorized.
- Please take note that interested directors, interested major shareholders or interested persons connected with a director or major shareholder, and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote in respect of their direct and/or indirect shareholdings on the resolution approving the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate.

**Explanatory Notes on Special Businesses****(a) Ordinary resolution 8 - Proposed Renewal of Shareholders' Mandate for RRPT of a Revenue or Trading Nature**

The proposal, if passed, will empower the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the mandated related parties for a period from this Annual General Meeting till the next Annual General Meeting.

Please refer to the Circular to Shareholders dated 21 May 2010 for further information.

**(b) Ordinary resolution 9 - Proposed Renewal of Authority to Purchase Own Shares**

This proposed ordinary resolution, if passed, will empower the Directors of the Company to purchase up to ten percent (10%) of the total issued and paid-up share capital of the Company from the date of this Annual General Meeting. This authority unless revoked or varied by the Company at a General Meeting will expire at the next Annual General Meeting.

Please refer to the Statement on Share Buy-Back dated 21 May 2010 for further information.

**(c) Ordinary resolution 10 - Authority to Issue Shares pursuant to Section 132D of the Companies Act 1965**

This ordinary resolution, if passed, will 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 will, unless revoked or varied by the Company in a General Meeting, expire at the next Annual General Meeting of the Company.

**(d) Special Resolution 1 - Proposed Amendment to the Articles of Association of the Company**

The proposed special resolution 1 is to amend the Company's Articles of Association in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad in relation to e-Dividend.