

**Notice of The Twenty-Second Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting of the Company will be held at Amadeus III, Level 2, Sabah Hotel Sandakan, KM 1, Jalan Utara, 90703 Sandakan, Sabah on Wednesday, 25 May 2022 at 11.30 a.m. for the following businesses:

AGENDA

- To lay the audited financial statements of the Company for the financial year ended 31 December 2021 together with the reports of the directors and auditors.
- To approve the payment of Directors' fees of up to RM190,000 for the period from the day after the Annual General Meeting to the next Annual General Meeting.
- To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM50,000 for the period from the day after the Annual General Meeting to the next Annual General Meeting.
- To re-elect the following directors retiring in accordance with Article 103 of the Company's Constitution:
 - Dato' Seri Mah King Seng
 - Mr. Chan Kam Leong
- To appoint auditors and to authorise the Directors to fix their remuneration.
- To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:

Ordinary Resolution No.

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

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."

- To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:

Resolution 6

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:

- 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;
- 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;
- The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:
 - 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, either unconditionally or conditionally; or
 - 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; or
 - the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;
 whichever occurs first;
- 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:
 - cancel the Shares so purchased; or
 - retain the Shares so purchased as treasury shares; or
 - retain part of the Shares so purchased as treasury shares and/or cancel the remainder; or
 - distribute the treasury shares as dividends to shareholders;
 - resell the treasury shares or any of the shares in accordance with the relevant rules of Bursa Securities;
 - transfer the treasury shares, or any of the shares for the purposes of or under an employees' share scheme;
 - transfer the treasury shares, or any of the shares as purchase consideration;
 - cancel the treasury shares or any of the treasury shares; or
 - sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe.

Resolution 7

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."

- 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 Datuk Chua Kim Yin (JP) 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."

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 twelve years since 2 May 2008 be and is hereby retained as the Independent Non-Executive Director of the Company."

Resolution 9

- To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

KANG SHEW MENG [SSM PC NO. 201908002065]

SEOW FEI SAN [SSM PC NO. 201908002299]

Secretaries

Petaling Jaya

26 April 2022

Notes:-

- Only members whose names appear on the Record of Depositors as at 18 May 2022 shall be entitled to attend, speak and vote at the said meeting or appoint proxies on his/her behalf.
- A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
- A member may appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- 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 known as an omnibus account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account its holds. Where an exempt authorised nominee appoints more than one (1) proxies, the proportion of the shareholding to be represented by each proxy must be specified.
- 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, Malaysia or alternatively at their Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight hours (48) hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Note**Ordinary Resolutions 1 & 2**

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. In this respect, the Board agreed that the shareholders' approval shall be sought at the Twenty-Second Annual General Meeting ("AGM") on the Directors' fees and benefits in two (2) separate resolutions as below:

• **Ordinary Resolution 1 on payment of Directors' fees for the period from the day after the AGM to the next AGM**

- The total amount of Directors' fees payable to the Non-Executive Directors for the period from the day after the AGM to the next AGM tabled for the members' approval is RM190,000.

• **Ordinary Resolution 2 on payment of Directors' benefits (excluding Directors' fees) for the period from the day after the AGM to the next AGM**

- The Directors' benefits payable to the Non-Executive Directors for the period from the day after the AGM to the next AGM tabled for the members' approval is RM50,000.

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 Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' fee and benefits are insufficient due to an increase in Board/Board Committee meetings and/or increase in Board size.

For information, the shareholders at the Twenty-First AGM had approved the payment of Directors' fees and benefits of up to RM240,000.00 to Non-Executive Directors for the period from 19 November 2021 until the conclusion of the Twenty-Second AGM.

Ordinary Resolution 6

The proposed Ordinary Resolution 6, 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 Twenty-First Annual General Meeting held on 18 November 2021 and which will lapse at the conclusion of the Twenty-Second 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 7

The proposed Ordinary Resolution 7, 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 26 April 2022 which is despatched together with Company's Annual Report 2021.

Ordinary Resolution 8

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of Datuk Chua Kim Yin (JP) 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, Datuk Chua Kim Yin (JP) 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 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 on Corporate Governance.

Ordinary Resolution 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 twelve 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 twelve years and is familiar 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 operations and 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 on Corporate Governance.