

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting ("AGM") of the Company will be held at Riverside Majestic Hotel, Jalan Tunku Abdul Rahman, 93100 Kuching, Sarawak, Malaysia at 9.00 am on 19 May 2009 for the following purposes:

<b>ORDINARY BUSINESS</b>	<b>RESOLUTION</b>
1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2008 together with the Reports of the Directors and Auditors thereon.	1
2. To declare a final ordinary dividend of 3% per share less tax at 25% for the year ended 31 December 2008 as recommended by the Directors.	2
3. To approve the payment of Directors' fee of up to RM160,000 (2008:RM160,000) for the financial year ending 31 December 2009.	3
4. To re-elect as a Director, YB Senator Dato' Haji Idris Bin Buang, who retires by rotation pursuant to Article 115 of the Company's Article of Association.	4
5. To re-elect as a Director, Dato Yu Chee Hoe, who retires by rotation pursuant to Article 115 of the Company's Article of Association.	5
6. To re-elect as a Director, Mr. Yii Chi Hau, who retires by rotation pursuant to Article 115 of the Company's Article of Association.	6
7. To re-appoint Messrs KPMG as auditors of the Company and to authorise the Board of Directors to fix their remuneration.	7

**SPECIAL BUSINESS**

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

8. **PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK** 8

"**THAT**, subject to the Companies Act, 1965, the Company's Articles of Association and the requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.20 each ("Shares") in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company ("Directors") from time to time through Bursa Malaysia upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company provided that the total aggregate number of Shares purchased or to be purchased pursuant to this resolution shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company **AND THAT** an amount not exceeding the Company's latest audited retained profit reserves of RM104,160,149 as at 31 December 2008, be allocated by the Company for the Proposed Share Buy-Back **AND THAT** authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the Shares purchased by the Company as treasury shares to be either distributed as share dividends or resold on Bursa Malaysia or subsequently cancelled, or to cancel the Shares so purchased, or a combination of both **AND THAT** the Directors of the Company be and are hereby authorised to act and to take all such steps and to do all things as they may deem necessary or expedient to implement, finalise and to give full effect to the Proposed Share Buy-Back.

**AND FURTHER THAT** the authority hereby given shall commence immediately upon passing of this ordinary resolution and shall continue in force until :-

- (a) the conclusion of the next AGM of the Company at which time it shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM is required by law to be held;
- (c) revoked or varied by ordinary resolution passed by the shareholder in general meeting,

whichever occurs first"

9. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE IN RELATION TO THE RELATED PARTY TRANSACTIONS INVOLVING RECURRENT TRANSACTIONS OF A REVENUE OR TRADING NATURE ("Proposed Shareholders' Mandate")** 9
- "**THAT** pursuant to Paragraph 10.09 of Chapter 10 of the Listing Requirements of Bursa Malaysia, the Directors of the Company be and are hereby empowered to enter into recurrent related party transactions of revenue or trading nature of the activities as set out in Section 3.1.1 of the Circular to shareholders which are necessary for its day-to-day operations and are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public at any time until:-
- (a) the conclusion of the next AGM of the Company, at which time the general mandate will lapse, unless by a resolution passed at the meeting, the authority is renewed;
  - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Companies Act, 1965); or
  - (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier, upon such terms and conditions as the Directors of the Company, may in their absolute discretion deem fit.
- AND THAT** the Directors of the Company be and are hereby authorised to complete and to do all such acts and things they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."
- 10 To consider and if thought fit, to pass the following Special Resolution in accordance with section 129(6) of the Companies Act 1965: 10
- . "THAT Dr Chou Chii Ming, who retires pursuant to Section 129(2) of the Company Act 1965 be and is hereby re-appointed as Director of the Company to hold office until the next AGM."
- 11 To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.
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