



CYMAO HOLDINGS BERHAD
Company No. 445931-U
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of the Company will be convened and held at the Grand Ballroom I, Level 1, Sabah Hotel, KM1, Jalan Utara, Sandakan, Sabah on Saturday, 20 June 2015 at 10.00 a.m. to transact the following business:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon.
2. To approve payment of Directors' fees in respect of the financial year ended 31 December 2014. **Resolution 1**
3. To re-elect Mr Lin, Kai-Min who retires in accordance to Article 128 of the Company's Articles of Association. **Resolution 2**
4. To pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:
 - (i) "THAT Mr Lin, Tsai-Rong who retires pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting." **Resolution 3**
 - (ii) "THAT Mdm Lin Hsu, Li-Chu, who retires pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting." **Resolution 4**
5. To appoint Messrs PKF as Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young who has indicated their intention of not seeking for re-appointment. **Resolution 5**

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed on page 86 of the Annual Report has been received by the Company nominating Messrs PKF for appointment as Auditors and of the intention to propose the following resolution:

"THAT Messrs PKF be and are hereby appointed Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young to hold office until the conclusion of the next annual general meeting at a remuneration to be agreed between the Directors and the Auditors."

6. As Special Business:

To consider and if thought fit, pass the following resolutions:

(a) Ordinary Resolution Authority to Issue Shares **Resolution 6**

"THAT subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Act, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this Resolution in any one (1) financial year does not exceed 10% of the total 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 Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

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

"THAT subject always to the Companies Act, 1965 ("the Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules, regulations and the Company's Articles of Association, the Directors of the Company be and are hereby authorized to make purchases of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, subject to the following:

- (i) the maximum number of shares which may be purchased and/or held by the Company shall not exceed 10% of the issued and paid-up share capital of the Company ("Shares") for the time being;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained earnings and/or the share premium of the Company;
- (iii) the authority conferred by this resolution will commence immediately upon passing of this resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company, unless earlier revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM after that date is required by the law to be held, whichever is earlier, but not so as to prejudice the completion of purchases by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authority; and
- (iv) upon completion of the purchases of the Shares, the Directors of the Company be and are hereby authorized to deal with the Shares in the following manner:
 - (a) retain the Shares so purchase as treasury shares; or
 - (b) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities;and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.
AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase of its own Shares."

(c) Ordinary Resolution Proposed Retention of Independent Director - Mr Hiew Seng **Resolution 8**

"THAT Mr Hiew Seng be and is hereby retained as an Independent Director of the Company until the conclusion of the next annual general meeting in accordance with the Recommendation 3.3 of the Malaysian Code on Governance 2012."

7. To transact any other business of which notice shall have been given.

By Order of the Board

Katherine Chung Mei Ling
(MAICSA 7007310)
Company Secretary

Tawau

Dated: 29 May 2015

Notes:

1. A Member of the Company entitled to attend 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, and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a Member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
4. Where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at MPT 4604, 3rd Floor, Lot 15-16, Block B, Mandarlin Baru, Jalan Baru, 91000 Tawau, Sabah not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
6. Depositors who appear on the Record of Depositors as at 15 June 2015 shall be regarded as Members of the Company entitled to attend at the Seventeenth Annual General Meeting or appoint proxy/proxies to attend and vote on his/her behalf.
7. EXPLANATORY NOTE ON SPECIAL BUSINESS

Ordinary Resolution 6

The proposed Resolution 6 is the renewal of general mandate for the authority to issue shares pursuant to Section 132D of the Act, if passed, will give the Directors of the Company, from the date of the above general meeting, authority to issue and allot shares from the unissued capital of the Company for such purpose as the Directors may deem fit and in the interest of the Company provided it does not exceed 10% of the issued share capital of the Company for the time being. This authority, unless revoked and varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The purpose of this general mandate is to provide flexibility to the Company to issue new shares without the need to seek shareholders' approval at separate general meeting and hence saving of additional cost and time. This general mandate is for possible fund-raising exercises and placement of shares for purpose of funding current or future investment projects, working capital or acquisition.

As at the date of the Notice, the Company did not issue any new shares pursuant to the mandate granted to the Directors at the Sixteenth Annual General Meeting held on 21 June 2014 and hence no proceeds were raised.

Ordinary Resolution 7

The proposed Resolution 7 is in relation to proposed renewal of authority for purchase of own shares by the Company, if passed, will empower the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company pursuant to Section 67A of the Act. The authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting.

Please refer to Share Buy Back Statement dated 29 May 2015 for further information.

Ordinary Resolution 8

The proposed Resolution 8, if passed, will retain Mr Hiew Seng as Independent Director of the Company to fulfill the paragraph 3.04 of the Main Market Listing Requirements and in line with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012.

As of the date of this Notice of AGM, Mr Hiew Seng has served the Company for more than ten (10) years. Accordingly he has satisfied with the test of independence based on guidelines set out in the Main Market Listing Requirements. The Board, therefore, would like to recommend Mr Hiew Seng to be retained as Independent Director of the Company for the following reasons:

- (i) his networking, working experience and familiarization with the business operations will provide a check and balance to the Executive Directors and management team of the Company; and
- (ii) he has devoted sufficient time to carry out his duties and responsibilities as Independent Director and act in the interest of the Company and shareholders through active participation in deliberations with independent judgement free from being influenced by the operational management.