



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

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of the Company will be convened and held at Sabah Hotel, Amadeus I & II, Level 2, KM1, Jalan Utara, Sandakan, Sabah on Saturday, 17 June 2017 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 2016 together with the Reports of the Directors and Auditors thereon.
2. To approve payment of Directors' fees of RM144,000 in respect of the financial year ended 31 December 2016. **Resolution 1**
3. To approve the Directors' fees of RM192,000 for the financial year ending 31 December 2017; **Resolution 2**
4. To approve the payment of meeting attendance allowance of RM1,000 per meeting day to each Director with effect from February 2017 until otherwise resolved. **Resolution 3**
5. To re-elect Mr Hiew Seng who retires in accordance to Article 128 of the Company's Articles of Association. **Resolution 4**
6. To re-elect Dato' Seri Mohd Shariff Bin Omar who retires in accordance to Article 128 of the Company's Articles of Association. **Resolution 5**
7. To re-elect Tuan Syed Ibrahim Bin Syed Abd.Rahman who retires in accordance to Article 133 of the Company's Articles of Association. **Resolution 6**
8. To re-appoint Messrs PKF as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration. **Resolution 7**
9. As Special Business:
To consider and if thought fit, pass the following ordinary resolutions:
(a) Authority to Issue Shares **Resolution 8**
"THAT subject always to the Companies Act 2016, the Articles of Association of the Company and the approvals of the regulatory authorities, the Directors be and are hereby empowered, pursuant to section 76 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 number of issued shares 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) Proposed Renewal of Authority for Purchase of Own Shares by the Company **Resolution 9**
"THAT subject always to the Companies Act 2016 ("the Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the provision of the Company's Articles of Association, all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorized to purchase the ordinary shares in the Company as determined by the Directors through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, subject to the following:
(i) the aggregate number of shares which may be purchased by the Company shall not exceed 10% of the total number issued shares of the Company 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 based on the latest audited financial statements and/or the latest management accounts of the Company available at the time of the purchase(s);
(iii) the Directors of the Company may decide the shares so purchased in the following manner:
(a) retain the shares so purchased as treasury shares; or
(b) distribute the shares as dividends to shareholders; and/or
(c) resell on Bursa Securities.
THAT the authority conferred by this resolution will commence immediately upon passing of this resolution and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, unless earlier revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting.
AND THAT the authority be and is hereby given to the Directors of the Company to act and take all such steps as are necessary or expedient to implement, finalized and give full effect to the purchase(s) of the Company's own shares."
(c) Proposed Retention of Independent Director - Mr Hiew Seng **Resolution 10**
"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 Corporate Governance 2012."
10. 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: 28 April 2017

Notes:

1. A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote in his stead. A proxy may but need not be a Member of the Company. There shall be no restriction to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the Member to speak at the meeting.
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, Bandaran 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 12 June 2017 shall be regarded as Members of the Company entitled to attend at the Nineteenth Annual General Meeting or appoint proxy/proxies to attend and vote on his/her behalf.
7. **EXPLANATORY NOTE ON SPECIAL BUSINESS**

Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2016

This agenda is meant for discussion only in reference to section 340(1)(a) of the Companies Act 2016. The audited financial statements do not require members' approval and hence, this Agenda is not put for voting.

Resolution 8 - Authority to Issue Shares

The proposed resolution if passed, will give the Directors flexibility to issue new shares without the need to seek members' approval at separate general meeting and hence saving of additional cost and time. The renewal of the mandate is for possible fund-raising exercises and placement of shares for purpose of funding the Company's current or future investment projects, working capital and/or acquisition.

This authority, unless revoked and varied at a general meeting of the Company, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of the Notice, the previous mandate sought from the members at the last Annual General Meeting held on 28 May 2016 was not utilized, and hence no proceeds were raised.

Ordinary Resolution 9 - Proposed Renewal of Authority for Purchase of Own Shares by the Company

The proposed resolution if passed, will empower the Company to purchase and/or hold up to 10% of the issued shares of the Company pursuant to section 127 the Companies Act 2016. 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 28 April 2017 for further information.

Ordinary Resolution 10 - Proposed Retention of Independent Director, Mr Hiew Seng

The proposed resolution 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 Annual General Meeting, Mr Hiew Seng has served the Company for more than thirteen (13) 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.