



CYPARK RESOURCES BERHAD

[Registration No. 200401004491 (642994-H)]
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting (“**18th AGM**”) of the Company will be held on a **virtual basis** via Remote Participation and Voting at the broadcast venue at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Thursday, 26 October 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, to pass the following resolutions with or without modifications:-

AGENDA

1. To receive the Audited Financial Statements for the financial period ended 30 April 2023 together with the Reports of the Directors and the Auditors thereon. [Please refer to Note 9(i)]
2. To approve the payment of Directors’ fees to the following newly appointed Non-Executive Directors of the Company from their respective appointment dates until the next Annual General Meeting of the Company:-
 - (a) Puan Norsimah Binti Noordin; (Resolution 1)
 - (b) Dato’ Ir. Dr. Hasnul Bin Mohamad Salleh; (Resolution 2)
 - (c) Datuk Mohd Adzahar Bin Abdul Wahid; (Resolution 3)
 - (d) Encik Muhammad Ashraf Bin Muhammad Amir; and (Resolution 4)
 - (e) Dato’ Hamidah Binti Moris. (Resolution 5)
3. To re-elect the following Directors who are due to retire in accordance with Clause 118 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
 - (a) Puan Norsimah Binti Noordin; (Resolution 6)
 - (b) Dato’ Ir. Dr. Hasnul Bin Mohamad Salleh; (Resolution 7)
 - (c) Datuk Mohd Adzahar Bin Abdul Wahid; (Resolution 8)
 - (d) Encik Muhammad Ashraf Bin Muhammad Amir; and (Resolution 9)
 - (e) Dato’ Hamidah Binti Moris. (Resolution 10)
4. To re-elect Dato’ Daud Bin Ahmad who is due to retire in accordance with Clause 119 of the Company’s Constitution and being eligible, has offered himself for re-election. (Resolution 11)
5. To re-appoint Messrs. Nexia SSY PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 12)

As Special Business

To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolutions:-

6. **ORDINARY RESOLUTION NO. 1**
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

(Resolution 13)

“THAT subject always to the Companies Act 2016 (**“the Act”**), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (**“Bursa Securities”**) and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Bursa Securities Main Market Listing Requirements (hereinafter referred to as the **“General Mandate”**);

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 70 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016;

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so be issued pursuant to the General Mandate on Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

7. **ORDINARY RESOLUTION NO. 2**
- PROPOSED RENEWAL OF THE AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY (“CRB SHARES”) FOR THE PURPOSE OF THE DIVIDEND REINVESTMENT SCHEME (“DRS”) OF THE COMPANY WHICH WILL PROVIDE THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN CRB SHARES (“PROPOSED RENEWAL OF DRS AUTHORITY”)

(Resolution 14)

“THAT pursuant to the DRS as approved by the Shareholders at the Tenth Annual General Meeting of the Company held on 21 April 2015 and subject to the approval of the relevant regulatory authorities (if any), approval be and is hereby given to the Directors to allot and issue such number of new CRB Shares from time to time as may be required to be allotted and issued pursuant to the DRS until the conclusion of the next Annual General Meeting upon such terms and conditions as stated in Circular to Shareholders dated 30 March 2015, **PROVIDED THAT** the issue price of the said new CRB Shares shall be fixed by the Board of Directors at not more than ten percent (10%) discount to the five (5)-market day volume weighted average market price (**“VWAP”**) of CRB Shares immediately preceding the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the said discount in fixing the issue price;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRS with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments or at the discretion of the Directors in the best interest of the Company.”

8. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689) / SSM PC NO. 201908002648
YEOW SZE MIN (MAICSA 7065735) / SSM PC NO. 201908003120

Company Secretaries
Kuala Lumpur

Dated: 30 August 2023

NOTES:

1. The broadcast venue, which is the main venue of the Meeting, is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 79 of the Company’s Constitution, which require the Chair to be present at the main venue of the Meeting. Members, proxies and/or corporate representatives will not be allowed to be physically present at the broadcast venue on the day of the Meeting.
2. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 19 October 2023 shall be eligible to attend, participate, speak and vote at the Meeting and/or appoint proxy(ies) to participate and/or vote in his/her stead.
3. As guided by the Securities Commission’s Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers and its subsequent amendments, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members/shareholders, proxies and/or corporate representatives shall communicate with the main/broadcast venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal’s platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members/shareholders, proxies and/or corporate representatives may email their questions to eservices@sshshb.com.my during the Meeting. The questions and/or remarks submitted by the members/shareholders, proxies and/or corporate representatives will be broadcasted and responded by the Chair/Board/relevant adviser during the Meeting.
4. A member/shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one (1) or more proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote in his stead. Where a member/shareholder appoints more than one (1) proxy in relation to the Meeting, the member/shareholder shall specify the proportion of his/her/its shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
5. A proxy may but need not be a member/shareholder of the Company and a member/shareholder may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member/shareholder to attend, participate, speak and vote at the Meeting.
6. The instrument appointing a proxy shall be in writing under the hand of the member/shareholder or of his attorney duly authorised in writing or, if the member/shareholder is a corporation, shall either be executed under Common Seal or under the hand of an officer or attorney duly authorised.

7. Where a member/shareholder of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**omnibus account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

8. Appointment of proxy and registration for remote participation and voting

The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submitted via fax at 03-2094 9940 and/or 03-2095 0292 or emailed to info@sshbs.com.my, not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://sshbs.net.my/>. The lodging of the Form of Proxy will not preclude any member/shareholder from participating and voting remotely at the Meeting should any member/shareholder subsequently wishes to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at the Registered Office of CRB at Level 7, Menara Milenium, Jalan Damanlela, Damansara Heights, 50490 Kuala Lumpur not less than twenty-four (24) hours before the time stipulated for holding the Meeting or any adjournment thereof. Please contact the poll administrator, SS E Solutions Sdn. Bhd., at 03-2084 9000 for further assistance.

Should any member wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://sshbs.net.my/> by the registration cut-off date and time.

Please refer to the **Administrative Guide** on the Conduct of a Virtual General Meeting available for download at <https://tinyurl.com/4wz34f4b> for further details.

9. Explanatory Notes on Ordinary and Special Business:

(i) **Item 1 of the Agenda**

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

(ii) **Resolution 1 to 5 – Directors’ Fees**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed Company and its subsidiaries shall be approved at a general meeting.

The proposed Resolutions 1 to 5 are to facilitate the payment of Directors’ fees to the newly appointed Non-Executive Directors from their respective appointment dates until the next Annual General Meeting (“**AGM**”) of the Company.

Based on the annual review of the Directors’ fees conducted by the Remuneration Committee, the Board of Directors had at its meeting held on 25 August 2023 agreed that the proposed Directors’ fees to the Non-Executive Directors on a monthly basis are as follows:

	Chair (RM)	Member (RM)
Board of Directors	5,000.00	7,000.00
Audit Committee	3,000.00	1,000.00
Risk Management Committee	3,000.00	1,000.00
Nomination Committee	2,000.00	1,000.00
Remuneration Committee	2,000.00	1,000.00

Based on the above quantum, the proposed Directors’ fees payable to the following Non-Executive Directors are as follows:-

Name	Period	Amount (RM)
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Puan Norsimah Binti Noordin	18 April 2022 to the next AGM in 2024	285,033.00
Dato' Ir. Dr. Hasnul Bin Mohamad Salleh	7 June 2022 to the next AGM in 2024	273,600.00
Datuk Mohd Adzahar Bin Abdul Wahid	14 February 2023 to the next AGM in 2024	179,750.00
Encik Muhammad Ashraf Bin Muhammad Amir	14 February 2023 to the next AGM in 2024	179,750.00
Dato' Hamidah Binti Moris	30 March 2023 to the next AGM in 2024	223,452.00
Total		1,141,585.00

Any Non-Executive Directors who are shareholders of the Company will abstain from voting on the Resolution concerning their own respective remuneration at the 18th AGM.

(iii) **Resolution 6 to 11 – Re-election of Directors**

Pursuant to Clause 118 of the Company's Constitution, Puan Norsimah Binti Noordin, Dato' Ir. Dr. Hasnul Bin Mohamad Salleh, Datuk Mohd Adzahar Bin Abdul Wahid, Encik Muhammad Ashraf Bin Muhammad Amir and Dato' Hamidah Binti Moris are to retire at the 18th AGM of the Company, and being eligible, have offered themselves for re-election.

Pursuant to Clause 119 of the Company's Constitution, Dato' Daud Bin Ahmad is to retire at the 18th AGM of the Company, and being eligible, has offered himself for re-election.

The Board of Directors has through the Nomination Committee carried out the necessary assessment on the aforesaid Directors and concluded that they met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors.

The profiles of the Directors standing for re-election are set out in the Directors' Profiles section of the Annual Report 2023.

(iv) **Resolution 12 – Re-appointment of Auditors**

The Audit Committee ("AC") at its meeting held on 28 July 2023 undertook an assessment of the suitability and independence of the external auditors, Messrs. Nexia SSY PLT.

The AC was satisfied with the suitability of Messrs. Nexia SSY PLT based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The AC was also satisfied in its review that the provisions of non-audit services by Messrs. Nexia SSY PLT to the Company did not in any way impair their objectivity and independence as external auditors of the Company.

The Board at its meeting held on 28 July 2023 approved the AC's recommendation for the shareholders' approval to be sought at the 18th AGM on the re-appointment of Messrs. Nexia SSY PLT as external auditors of the Company for the ensuing year under Resolution 12 in accordance with Section 273(b) of the Companies Act 2016.

(v) **Resolution 13 – Authority to Issue Shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights**

The proposed Resolution 13 is intended to renew the authority granted to the Directors of the Company at the Seventeenth AGM of the Company held on 28 March 2022 ("Previous Mandate") to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "General Mandate").

The said General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently to meet its funding requirements including but not limited to working capital, operational expenditures, investment project(s), and/or acquisition(s).

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the General Mandate is in the best interests of the Company and its shareholders.

The Previous Mandate granted by the shareholders at the Seventeenth AGM of the Company has not been utilised and hence, no proceed was raised therefrom.

Pursuant to Section 85(1) of the Companies Act 2016, read together with Clause 70 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities. Thus, a waiver is required.

The following are excerpted from the Companies Act 2016 and the Company's Constitution:

<u>Section 85(1) of the Companies Act 2016</u>	<u>Clause 70 of the Company's Constitution</u>
<p>Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.</p>	<p>Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible securities proposed to be issued shall, before they are issued, be offered to such persons as are at the date of the offer entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by written notice specifying the number of shares or convertible Securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or convertible securities offered, the Directors may dispose of those shares or convertible securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or convertible securities which (by reason of the ratio which the new shares or convertible securities bear to shares or securities held by the persons entitled to an offer of new shares or convertible securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.</p>

(vi) **Resolution 14 – Proposed Renewal of DRS Authority**

The proposed Resolution 14, if approved, will give authority to the Directors to allot and issue new CRB Shares under the DRS, until the conclusion of the next AGM. A renewal of this authority will be sought at subsequent AGMs.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the 18th AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.