



CYPARK RESOURCES BERHAD

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

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting ("**16th AGM**") of the Company will be held on a **fully virtual basis** at the broadcast venue, which is the main venue of the 16th AGM, at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Thursday, 8 April 2021 at 10:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 October 2020 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note 7)
2. To approve the payment of Directors' fees for the financial year ending 31 October 2021 and thereafter. (Resolution 1)
3. To re-elect the following Directors who are due to retire in accordance with Clause 119 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - (a) Tan Sri Razali Bin Ismail; and (Resolution 2)
 - (b) Encik Megat Abdul Munir Bin Megat Abdullah Rafaie. (Resolution 3)

As Special Business

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

4. **ORDINARY RESOLUTION NO. 1
- RETENTION OF DATO' DR. FREEZAILAH BIN CHE YEOM AS
AN INDEPENDENT DIRECTOR** (Resolution 4)
(Please refer to Note 8 (i))

"**THAT** Dato' Dr. Freezailah Bin Che Yeom who has served as an Independent Director of the Company for a cumulative term of more than nine years since 8 June 2010, be and is hereby retained as an Independent Director of the Company."
5. **ORDINARY RESOLUTION NO. 2
- RETENTION OF ENCIK HEADIR BIN MAHFIDZ AS AN
INDEPENDENT DIRECTOR** (Resolution 5)
(Please refer to Note 8 (ii))

"**THAT** Encik Headir Bin Mahfidz who has served as an Independent Director of the Company for a cumulative term of more than nine years since 7 September 2010, be and is hereby retained as an Independent Director of the Company."

6. **ORDINARY RESOLUTION NO. 3**

(Resolution 6)

- PROPOSED RENEWAL OF EXISTING SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

(Please refer to Note 8 (iii))

"THAT subject to the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Proposed Renewal of Existing Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature for the Company and/or its subsidiaries to enter into and to give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the Related Party as specified in Section 1.4 of the Circular/Statement to Shareholders dated 26 February 2021 provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the Company's day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) not to the detriment of minority shareholders

(the **"Proposed Shareholder Mandate"**);

THAT the authority for the Proposed Shareholder Mandate shall continue to be in force until the earlier of:-

- (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Companies Act 2016 ("**the Act**") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) is revoked or varied by resolution passed by the shareholders in a general meeting before the next AGM;

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Proposed Shareholder Mandate."

7. **ORDINARY RESOLUTION NO. 4**

(Resolution 7)

- PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

(Please refer to Note 8 (iv))

"THAT subject to the Companies Act 2016, Bursa Malaysia Securities Berhad ("**Bursa Securities**") Main Market Listing Requirement, the Constitution of the Company, and all other applicable laws, rules and regulations, approval be and is hereby given to the Company to purchase such number of ordinary shares as may be

determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company ("**Proposed Share Buy-Back**"), provided that:-

- (a) the aggregate number of ordinary shares to be purchased by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.

THAT the authority conferred by this resolution shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following this AGM at which this resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that next AGM, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever, occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manners:-

- (a) cancel all the ordinary shares so purchased; and/or
- (b) retain the ordinary shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities and/or transfer under an employees' share scheme and/or transfer as purchase consideration; and/or
- (c) retain part thereof as treasury shares and cancel the remainder.

AND THAT the Directors be and are hereby authorised to take all such steps as necessary (including the opening and maintaining of depository account(s) under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back 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 or as the Board may in their discretion deem necessary and to do all such acts and things the Directors may deem fit and expedient in the best interest of the Company."

8. **ORDINARY RESOLUTION NO. 5**
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

(Resolution 8)

(Please refer to Note 8 (v))

"**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 twenty percent (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Securities pursuant to Bursa Malaysia Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and thereafter 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**");

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."

9. **ORDINARY RESOLUTION NO. 5**
- PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO FIFTEEN PERCENT (15%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES

(Resolution 9)

(Please refer to Note 8 (vi))

"**THAT** subject to the approval of all the relevant authorities, including but not limited to, the approval of Bursa Securities for the listing and quotation for the new ordinary shares of the Company to be issued hereunder, the Directors of the Company be and is hereby authorised to:

- (i) establish and administer a new ESOS of up to fifteen percent (15%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time over the duration of the ESOS for the eligible employees and directors of the Company and its subsidiaries ("**Proposed ESOS**" or "**Scheme**"), to subscribe for new ordinary shares in the Company ("**CRB Shares**") at a predetermined price ("**ESOS Options**"), in accordance with the provisions of the by-laws governing the Proposed ESOS ("**By-Laws**"), as set out in Appendix I of the relevant Circular to Shareholders of the Company dated 26 February 2021 ("**Circular**"), the salient terms of which are set out in the Circular, and to give full effect

to the Proposed ESOS with full power to assent to any condition, variation, modification and/or amendment as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities;

- (ii) offer and grant ESOS Options under the Proposed ESOS and to allot and issue from time to time such number of new CRB Shares as may be required to be issued pursuant to the exercise of the ESOS Options under the Proposed ESOS provided that the total number of new CRB Shares to be issued under the Proposed ESOS shall not exceed 15% of the total number of issued shares of the Company (excluding treasury shares) at any point in time throughout the duration of the Proposed ESOS and that such new CRB Shares to be issued and/or transferred via treasury shares upon any exercise of the ESOS Options will upon allotment and issuance, rank equally in all respects with existing CRB Shares, except that the new CRB Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid, prior to the date of allotment of the new CRB Shares and will be subject to all the provisions of Constitution of the Company relating to the transfer, transmission and otherwise of the CRB Shares;
- (iii) do all things necessary and make the necessary application at the appropriate time or times to Bursa Securities for the listing of and quotation for the new CRB Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS;
- (iv) modify and/or amend the By-Laws of the Proposed ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments; and
- (v) do all such acts and enter into all transactions, arrangements, agreements, deeds or undertakings and to make rules or regulations, or impose such terms and conditions or delegate part or all of its powers as may be necessary or expedient in order to give full effect to the Proposed ESOS."

**10. ORDINARY RESOLUTION NO. 7
- PROPOSED GRANT OF ESOS TO TAN SRI RAZALI BIN ISMAIL**

(Resolution 10)

(Please refer to Note 8 (vii))

"THAT subject to the passing of the Ordinary Resolution No. 6 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Tan Sri Razali Bin Ismail, the Non-Independent Executive Chairman of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-

- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
- (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the total number of issued shares of the Company (excluding treasury shares). The term "person connected" shall have the same meaning as that in the Bursa Securities Main Market

Listing Requirements,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

11. ORDINARY RESOLUTION NO. 8
- PROPOSED GRANT OF ESOS TO DATO' DAUD BIN AHMAD

(Resolution 11)

(Please refer to
Note 8 (viii))

"**THAT** subject to the passing of the Ordinary Resolution No. 6 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Dato' Daud Bin Ahmad, the Group Chief Executive Officer/Non-Independent Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-

- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
- (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the total number of issued shares of the Company (excluding treasury shares). The term "person connected" shall have the same meaning as that in the Bursa Securities Main Market Listing Requirements,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

12. ORDINARY RESOLUTION NO. 9
- PROPOSED GRANT OF ESOS TO DATO' DR. FREEZAILAH BIN CHE YEOM

(Resolution 12)

(Please refer to
Note 8 (ix))

"**THAT** subject to the passing of the Ordinary Resolution No. 6 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Dato' Dr. Freezailah Bin Che Yeom, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-

- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
- (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the total number of issued shares of the Company (excluding

treasury shares). The term "person connected" shall have the same meaning as that in the Bursa Securities Main Market Listing Requirements,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

13. **ORDINARY RESOLUTION NO. 10**

- PROPOSED GRANT OF ESOS TO DATUK ABDUL MALEK BIN ABDUL AZIZ

(Resolution 13)

(Please refer to Note 8 (x))

"**THAT** subject to the passing of the Ordinary Resolution No. 6 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Datuk Abdul Malek Bin Abdul Aziz, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-

- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
- (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the total number of issued shares of the Company (excluding treasury shares). The term "person connected" shall have the same meaning as that in the Bursa Securities Main Market Listing Requirements,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

14. **ORDINARY RESOLUTION NO. 11**

- PROPOSED GRANT OF ESOS TO ENCIK HEADIR BIN MAHFIDZ

(Resolution 14)

(Please refer to Note 8 (xi))

"**THAT** subject to the passing of the Ordinary Resolution No. 6 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Encik Headir Bin Mahfidz, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-

- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
- (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible

Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the total number of issued shares of the Company (excluding treasury shares). The term "person connected" shall have the same meaning as that in the Bursa Securities Main Market Listing Requirements,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

15. **ORDINARY RESOLUTION NO. 12**

- PROPOSED GRANT OF ESOS TO ENCIK MEGAT ABDUL MUNIR BIN MEGAT ABDULLAH RAFAIE

(Resolution 15)

(Please refer to Note 8 (xii))

"**THAT** subject to the passing of the Ordinary Resolution No. 6 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Encik Megat Abdul Munir Bin Megat Abdullah Rafaie, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-

- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
- (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the total number of issued shares of the Company (excluding treasury shares). The term "person connected" shall have the same meaning as that in the Bursa Securities Main Market Listing Requirements,

and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

16. **ORDINARY RESOLUTION NO. 13**

- PROPOSED RENEWAL OF THE AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN CYPARK RESOURCES BERHAD ("CRB" OR "THE COMPANY") ("CRB SHARES"), FOR THE PURPOSE OF THE DIVIDEND REINVESTMENT SCHEME ("DRS") OF THE COMPANY WHICH WILL PROVIDE THE SHAREHOLDERS OF CRB WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN CRB SHARES ("PROPOSED RENEWAL OF DRS AUTHORITY")

(Resolution 16)

(Please refer to Note 8 (xiii))

"**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."

17. 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: 26 February 2021

NOTES:

1. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 31 March 2021 shall be eligible to participate and vote at the Meeting.
2. A member/shareholder of the Company entitled to participate and vote at the Meeting is entitled to appoint one (1) or more proxies to exercise all or any of his rights to attend, participate, speak and vote in his stead.

As guided by the Securities Commission's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members/shareholders and proxies 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 and proxies may email their questions to eservices@sshsb.com.my during the Meeting. The questions and/or remarks submitted by the members/shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant adviser during the Meeting.

3. A member/shareholder may appoint more than one (1) proxy in relation to the Meeting, provided that the member/shareholder specifies the proportion of the member/shareholder's shareholdings to be represented by each proxy. 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.
4. The instrument appointing a proxy shall be in writing under the hand of the member/shareholder/appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Common Seal or under the hand of an officer or attorney duly authorised.
5. Where a 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.
6. 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@sshsb.com.my, not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://sshsb.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 you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://sshsb.net.my/>.

Please refer to the **Administrative Guide** on the Conduct of a Fully Virtual General Meeting as attached together with this Notice for further details.

7. 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.
8. Explanatory Note to Special Business:

(i) **Resolution 4 – Retention of Dato’ Dr. Freezailah Bin Che Yeom as an Independent Director**

Dato’ Dr. Freezailah Bin Che Yeom (“**Dato’ Dr. Freezailah**”) was appointed as an Independent Director of the Company on 8 June 2010 and has served the Board for a cumulative term of more than nine years since 8 June 2010. The Board of Directors of the Company through its Nomination Committee, after having assessed the independence of Dato’ Dr. Freezailah, still regards him to be independent based amongst others, the following justifications, and recommends that Dato’ Dr. Freezailah be retained as an Independent Director of the Company subject to the approval from the shareholders of the Company pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance:-

- (a) Dato’ Dr. Freezailah has fulfilled the definition of an independent director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements :
- is not an executive director of the Company or any related corporation (each corporation is referred to as “**said Corporation**”);
 - has not been within the last 2 years and is not an officer (except as a non-executive director) of the said Corporation. [“**officer**” has the meaning given in section 2 of the Companies Act 2016];
 - is not a major shareholder of the said Corporation;
 - is not a family member of any executive director, officer or major shareholder of the said Corporation;
 - is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;
 - has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by Bursa Malaysia Securities Berhad (“**the Exchange**”) or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the applicant or listed issuer) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange;
 - is not a director who is accepting compensation from the said Corporation, other than compensation for board service for the current or immediate financial year; or
 - is not having a relationship which would interfere with the exercise of independent judgement in carrying out the functions as a director or a member of the Audit Committee, Nomination Committee and Remuneration Committee.
- (b) Dato’ Dr. Freezailah has not been involved in any business or other relationship which could hinder the exercise of independent judgement, objectivity or his ability to act in the best interests of the Company;
- (c) Dato’ Dr. Freezailah has no potential conflict of interest, whether business or non-business related with the Company;
- (d) Dato’ Dr. Freezailah has not established or maintained any significant personal or social relationship, whether direct or indirect, with the Executive Chairman, Group Chief Executive Officer, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with his duties and expected of him to carry out his duties as an independent director; and
- (e) Dato’ Dr. Freezailah does not derive any remuneration and other benefits apart from Directors’ fees that are approved by shareholders.

(ii) **Resolution 5 – Retention of Encik Headir Bin Mahfidz as an Independent Director**

Encik Headir Bin Mahfidz (“**Encik Headir**”) was appointed as an Independent Director of the Company on 7 September 2010 and has served the Board for a cumulative term of more than nine years since 7 September 2010. The Board of Directors of the Company through its Nomination Committee, after having assessed the independence of Encik Headir, still regards him to be independent based amongst others, the following justifications, and recommends that Encik Headir be retained as an Independent Director of the Company subject to the approval from the shareholders of the Company pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance:-

- (a) Encik Headir has fulfilled the definition of an independent director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements :
- is not an executive director of the Company or any related corporation (each corporation is referred to as "**said Corporation**");
 - has not been within the last 2 years and is not an officer (except as a non-executive director) of the said Corporation. [**officer**" has the meaning given in section 2 of the Companies Act 2016];
 - is not a major shareholder of the said Corporation;
 - is not a family member of any executive director, officer or major shareholder of the said Corporation;
 - is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;
 - has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by Bursa Malaysia Securities Berhad ("**the Exchange**") or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the applicant or listed issuer) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange;
 - is not a director who is accepting compensation from the said Corporation, other than compensation for board service for the current or immediate financial year; or
 - is not having a relationship which would interfere with the exercise of independent judgement in carrying out the functions as a director or a member of the Audit Committee, Nomination Committee and Risk Management Committee.
- (b) Encik Headir has not been involved in any business or other relationship which could hinder the exercise of independent judgement, objectivity or his ability to act in the best interests of the Company;
- (c) Encik Headir has no potential conflict of interest, whether business or non-business related with the Company;
- (d) Encik Headir has not established or maintained any significant personal or social relationship, whether direct or indirect, with the Executive Chairman, Group Chief Executive Officer, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with his duties and expected of him to carry out his duties as an independent director; and
- (e) Encik Headir does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.

(iii) **Resolution 6 – Proposed Shareholder Mandate**

The proposed Resolution 6 is intended to enable the Company and/or its subsidiaries ("**the Group**") to enter into recurrent related party transactions or a revenue or trading nature which are necessary for the Group's day-to-day operations to facilitate transactions in the normal course of business of the Group with the specified classes of related parties, provided that they are carried out on an arms' length basis and on normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to the Circular/Statement to Shareholders dated 26 February 2021 for further information.

(iv) **Resolution 7 – Proposed Authority for the Company to Purchase Its Own Shares**

The proposed Resolution 7 is intended to allow the Company to purchase its own shares up to 10% of the total number of issued shares in the ordinary share capital of the Company at any time within the time period stipulated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

Please refer to the Circular/Statement to Shareholders dated 26 February 2021 for further information.

(v) **Resolution 8 – Authority to Issue Shares**

The proposed Resolution 8 is intended to renew the authority granted to the Directors of the Company at the Postponed Fifteenth Annual General Meeting of the Company held on 18 June 2020 (“**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 20% of the total number of issued shares of the Company for the time being (hereinafter referred to as the “**20% General Mandate**”).

As part of the initiative from Bursa Malaysia Securities Berhad (“**Bursa Securities**”) to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Securities’ rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities had vide Bursa Malaysia Berhad’s letter dated 16 April 2020 allow a listed issuer to seek a higher general mandate under Paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) for the general issue of new securities.

The said 20% General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, 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 Postponed Fifteenth Annual General Meeting of the Company had not been utilised and hence no proceed was raised therefrom.

(vi) **Resolution 9 – Proposed ESOS**

The proposed Resolution 9 is intended to establish a new ESOS to replace the existing ESOS upon its expiration on 18 October 2021.

The Proposed ESOS is established primarily to achieve the following objectives:-

- (i) to recognise and reward the eligible person(s) by giving recognition to their contributions and services that are considered vital to the operations, hence motivating employee performance to create sustainable growth and profitability for the Company and its subsidiaries;
- (ii) to motivate, retain and reward eligible person(s) who, upon exercising their new ESOS Options, would be given the opportunity to participate in the equity of the Company and thereby relate their contribution directly to the performance of the Company and its subsidiaries; and
- (iii) to attract prospective skilled and experienced employees to the Company and its subsidiaries.

The Proposed ESOS is also extended to Non-Executive Directors of the Company in recognition of their contribution to the Company and to enable them to participate in the Company’s future growth.

Please refer to the relevant Circular to Shareholders dated 26 February 2021 for further information.

(vii) **Resolution 10 – Proposed Grant of ESOS to Tan Sri Razali Bin Ismail**

The proposed Resolution 10 is intended to seek the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Tan Sri Razali Bin Ismail, the Non-Independent Executive Chairman of the Company, options to subscribe for new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.

(viii) **Resolution 11 – Proposed Grant of ESOS to Dato’ Daud Bin Ahmad**

The proposed Resolution 11 is intended to seek the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Dato' Daud Bin Ahmad, the Chief Executive Officer/Non-Independent Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.

(ix) **Resolution 12 – Proposed Grant of ESOS to Dato' Dr. Freezailah Bin Che Yeom**

The proposed Resolution 12 is intended to seek the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Dato' Dr. Freezailah Bin Che Yeom, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.

(x) **Resolution 13 – Proposed Grant of ESOS to Datuk Abdul Malek Bin Abdul Aziz**

The proposed Resolution 13 is intended to seeks the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Datuk Abdul Malek Bin Abdul Aziz, the Independent Non-Executive Director of the Company, options to subscribe new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.

(xi) **Resolution 14 – Proposed Grant of ESOS to Encik Headir Bin Mahfidz**

The proposed Resolution 14 is intended to seek the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Encik Headir Bin Mahfidz, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.

(xii) **Resolution 15 – Proposed Grant of ESOS to Encik Megat Abdul Munir Bin Megat Abdullah Rafaie**

The proposed Resolution 15 is intended to seek the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Encik Megat Abdul Munir Bin Megat Abdullah Rafaie, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.

(xiii) **Resolution 16 – Proposed Renewal of DRS Authority**

The proposed Resolution 16, if approved, will give authority to the Directors to allot and issue new CRB Shares under the DRS, until the conclusion of the next Annual General Meeting. A renewal of this authority will be sought at subsequent Annual General Meetings.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the 16th 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.