

THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

In line with Practice Note 18 of Bursa Malaysia Securities Berhad ("**Bursa Securities**") Main Market Listing Requirements on Perusal of Draft Circulars and Other Documents, Bursa Securities did not peruse Part B of this Circular/Statement as the said Part does not require the perusal of Bursa Securities prior to their issuance.

Bursa Securities takes no responsibility for the contents of this Circular/Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular/Statement.

Shareholders should rely on their own evaluation to assess the merits and risks of the proposals set out herein.



Cypark

CYPARK RESOURCES BERHAD

(Company No. 642994-H)

(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS

in relation to the

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING
NATURE**

PART B

**SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF
AUTHORITY FOR THE PURCHASE BY CYPARK RESOURCES BERHAD OF ITS OWN
SHARES**

The above proposals will be tabled as Special Business at Cypark Resources Berhad ("**the Company**")'s Twelfth Annual General Meeting ("**12th AGM**") to be held at Boardroom 4, Level 3, Eastin Hotel, 13, Jalan 16/11, Pusat Dagangan Seksyen 16, 46350 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 11 April 2017 at 10:00 a.m. The Notice of the 12th AGM, together with the Form of Proxy, are set out in the 2016 Annual Report of the Company, which is dispatched together with this Circular/Statement.

If you are unable to attend and vote at the meeting, you may complete the Form of Proxy and deposit it at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not later than forty-eight (48) hours before the time for holding the meeting. All resolutions set out in the Notice of the 12th AGM are to be voted by poll. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.

Last date and time for lodging the Form of Proxy : Sunday, 9 April 2017 at 10:00 a.m.
Date and time of the 12th AGM : Tuesday, 11 April 2017 at 10:00 a.m.

This Circular/Statement is dated 28 February 2017

PART A

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS'
MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

DEFINITIONS

Unless the context otherwise requires, the following definitions shall apply throughout Part A (I) of this Circular:-

- "Act" : Companies Act 2016 as amended from time to time and any re-enactment thereof
- "AGM" : Annual General Meeting
- "Board" : Board of Directors of CYPARK
- "Bursa Securities" or "the Exchange" : Bursa Malaysia Securities Berhad (Company No. 635998-W)
- "CYPARK" or "the Company" : Cypark Resources Berhad (Company No. 642994-H)
- "CYPARK Group" or "Group" : CYPARK and its subsidiaries as defined in the relevant section of the Act
- "Director(s)" : Director(s) of CYPARK and shall have the meaning given in section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed Shareholders' Mandate, includes any person who is or was within the preceding 6 months from the date on which the terms of the transactions were agreed upon, a director of CYPARK, its subsidiary or holding company or a chief executive officer of CYPARK, its subsidiary or holding company
- "Listing Requirements" : Bursa Securities Main Market Listing Requirements, including any amendments thereto that may be made from time to time
- "LPD" : 8 February 2017, being the latest practicable date
- "Major Shareholder(s)" : A person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:-
- a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or
 - b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.

For the purposes of this definition, "interest in shares" shall have the same meaning given in Section 8 of the Act. For the purpose of the Proposed Shareholders' Mandate, it includes any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, a Major Shareholder of the Company or any other corporation which is its subsidiary and holding company.

DEFINITIONS (CONT'D)

"NA"	:	Net assets
"Proposed Shareholders' Mandate"	:	Proposed renewal of existing shareholders' mandate for RRPT of a revenue or trading nature
"Recurrent Related Party Transaction(s)" or "RRPT"	:	Recurrent related party transactions of a revenue or trading nature, which are recurrent, of a revenue or trading nature and which is necessary for the day-to-day transactions of the CYPARK Group and is within the ordinary course of business of the CYPARK Group
"Related Party(ies)"	:	A Director, Major Shareholder or persons connected with such a Director or Major Shareholder
"RM"	:	Ringgit Malaysia and sen

In this Circular, unless there is something in the subject or context inconsistent herewith, words importing the singular shall include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa and reference to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless stated otherwise.

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Cypark

CYPARK RESOURCES BERHAD

(Company Number: 642994-H)

(Incorporated in Malaysia)

Registered Office:

Level 7 Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur

28 February 2017

Board of Directors

Tan Sri Razali Bin Ismail *(Non-Independent Executive Chairman)*
Dato' Daud Bin Ahmad *(Group CEO/Non-Independent Executive Director)*
Dato' Dr. Freezailah Bin Che Yeom *(Independent Non-Executive Director)*
Datuk Abdul Malek Bin Abdul Aziz *(Independent Non-Executive Director)*
Encik Headir Bin Mahfidz *(Independent Non-Executive Director)*
Encik Megat Abdul Munir Bin Megat Abdullah Rafaie *(Independent Non-Executive Director)*

To : The Shareholders of CYPARK

Dear Sir/Madam

PROPOSED SHAREHOLDERS' MANDATE

INTRODUCTION

At the Eleventh AGM of CYPARK held on 14 April 2016, the shareholders had inter-alia, granted a mandate for CYPARK to enter into RRPT based on commercial terms that are not more favourable to the Related Party than those generally available to the public.

The authority conferred by the shareholders' mandate shall in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless authority for its renewal is obtained from the shareholders of CYPARK at the forthcoming AGM.

On 16 January 2017, the Board announced that CYPARK is proposing to seek approval from its shareholders for the Proposed Shareholders' Mandate at the forthcoming Twelfth AGM of CYPARK.

The purpose of this Circular is to provide you with details of the Proposed Shareholders' Mandate and to seek your approval in respect of the ordinary resolution pertaining to the Proposed Shareholders' Mandate under one of the agenda items for Special Business as set out in the 2016 Annual Report of CYPARK. The forthcoming Twelfth AGM of the Company is scheduled to be held at Boardroom 4, Level 3, Eastin Hotel, 13, Jalan 16/11, Pusat Dagangan Seksyen 16, 46350 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 11 April 2017 at 10:00 a.m. The Notice of the Twelfth AGM, together with the Form of Proxy, are enclosed in the 2016 Annual Report of the Company.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE BEFORE VOTING ON THE RESOLUTION AT THE FORTHCOMING TWELFTH AGM.

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1.0 INFORMATION ON THE PROPOSED SHAREHOLDERS' MANDATE

1.1 The Listing Requirements

Pursuant Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders for RRPT subject to the following:-

- (i) the transactions 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;
- (ii) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the below threshold in relation to a listed issuer with a share capital of RM60 million and above:-
 - (a) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
 - (b) the percentage ratio of such RRPT is 1% or more, whichever is the higher;
- (iii) the issuance of a circular to shareholders by the listed issuer, which includes the information as may be prescribed by the Exchange, together with a checklist showing compliance with such information when submitting the circular to the Exchange;
- (iv) in a meeting to obtain the shareholder mandate, the interested director, interested Major Shareholder or interested person connected with an interested director or Major Shareholder; and where it involves the interest of an interested person connected with a director or Major Shareholder, such director or Major Shareholder, must not vote on the resolution to approve the RRPT. An interested director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution to approve the RRPT; and
- (v) the listed issuer immediately announces to the Exchange when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more, which and must include the information as may be prescribed by the Exchange in its announcement.

Accordingly, the Board proposes to seek your approval for the Proposed Shareholders' Mandate. The Proposed Shareholders' Mandate will allow the CYPARK Group, in the ordinary course of business, to enter into the RRPT referred to in Section 1.4 with the Related Party, provided that such transactions are made at arms' length, on the Group's normal commercial terms and on terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of CYPARK.

1.2 Validity Period of the Proposed Shareholders' Mandate

The authority to be conferred pursuant to the Proposed Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming Twelfth AGM and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

1.3 Principal Activities of the CYPARK Group

CYPARK is an investment holding company and is also principally involved in the closure and restoration of landfills located in various locations throughout West Malaysia. The principal activities of the subsidiaries of CYPARK as at LPD are as follows:-

Subsidiaries of CYPARK as at LPD

Name and registration number	Principal activities	Place/date of incorporation	Share capital (RM)		Effective equity interest %
			Ordinary shares	Preference shares	
Cypark Sdn. Bhd. (477910-K)	Landscape specialist that offers integrated turnkey contract services, management services and planning and design services for external built environment and landscape maintenance services. Also offers project management services and infrastructure developments	Malaysia 27.02.1999	3,300,000	-	100.00
Cypark Renewable Energy Sdn. Bhd. (511203-V)	Investment holding and renewable energy specialist that offers environmental engineering and integrated turnkey contract services, management services and planning and design services	Malaysia 13.04.2000	2,000,000	-	100.00
Cypark Smart Technology Holdings Sdn. Bhd. (988535-U)	Investment holding	Malaysia 26.04.2012	2	-	100.00

Name and registration number	Principal activities	Place/date of incorporation	Share capital (RM)		Effective equity interest %
			Ordinary shares	Preference shares	
Cypark Smart Resources Sdn. Bhd. (832148-T)	Investment holding	Malaysia 09.09.2008	2	-	100.00
Kenari Pasifik Sdn. Bhd. (943227-A) #	Investment holding	Malaysia 05.05.2011	2	1,000	-
Tiara Insight Sdn. Bhd. (961984-D) #	Investment holding	Malaysia 28.09.2011	2	1,000	-
Semangat Sarjana Sdn. Bhd. (960595-M) #	Investment holding	Malaysia 19.09.2011	2	1,000	-
Cypark Suria (Negeri Sembilan) Sdn. Bhd. (931249-U)	Investment holding	Malaysia 27.01.2011	250,000	-	100.00
Gaya Dunia Sdn. Bhd. (964803-U) #	Engaging in the business of renewable energy	Malaysia 18.10.2011	8,000,000	-	-
Rentak Raya Sdn. Bhd. (958096-D) #	Engaging in the business of renewable energy	Malaysia 23.08.2011	3,000,000	-	-
Ambang Fiesta Sdn. Bhd. (957537-T) #	Engaging in the business of renewable energy	Malaysia 18.08.2011	8,000,000	-	-
Cypark Suria (Pajam) Sdn. Bhd. (936830-A)	Engaging in the business of renewable energy	Malaysia 18.03.2011	250,000	-	100.00
Cypark Suria (Kuala Sawah) Sdn. Bhd. (947444-H)	Engaging in the business of renewable energy	Malaysia 03.06.2011	250,000	-	100.00
Cypark Suria (Bukit Palong) Sdn. Bhd. (947449-U)	Dormant	Malaysia 03.06.2011	250,000	-	100.00
Cypark Suria (Sua Betong) Sdn. Bhd. (947423-D)	Dormant	Malaysia 03.06.2011	250,000	-	100.00
Cypark Smart Technology (NS) Sdn. Bhd. (988514-T)	Investment holding	Malaysia 26.04.2012	2	-	100.00

Name and registration number	Principal activities	Place/date of incorporation	Share capital (RM)		Effective equity interest %
			Ordinary shares	Preference shares	
Cypark Smart Technology Sdn. Bhd. (981492-A)	Waste management facilities	Malaysia 08.03.2012	5,000,000	-	100.00
Cypark Green Tech Sdn. Bhd. (1207431-D)	Investment holding	Malaysia 01.11.2016	2	-	100.00
Reviva Sdn. Bhd. (formerly known as Rising Epitome Sdn. Bhd.) (1118370-T)	Investment holding	Malaysia 18.11.2014	2	-	100.00

On 30 April 2013, the wholly-owned subsidiary of the Company, namely Cypark Renewable Energy Sdn. Bhd. ("CRE") had entered into three (3) management service agreements with three (3) group of companies as follows:-

- (i) Kenari Pasifik Sdn. Bhd. together with its wholly-owned subsidiary, Gaya Dunia Sdn. Bhd.;
- (ii) Tiara Insight Sdn. Bhd. together with its wholly-owned subsidiary, Rentak Raya Sdn. Bhd.; and
- (iii) Semangat Sarjana Sdn. Bhd. together with its wholly-owned subsidiary, Ambang Fiesta Sdn. Bhd.

The Group does not hold any equity interest in these three (3) groups of companies. However, based on the management service agreements entered into, the Group has control over the financial and operating policies of these three (3) groups of companies and receive substantially all of the benefits related to their operations and net assets. These three (3) group of companies are therefore deemed as wholly-owned subsidiaries of the Group.

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1.4 Nature of the RRPT and Class of Related Party

The details of the RRPT with the Related Party are set out below:-

Related party	Interested Directors and Major Shareholders	Nature of transaction	Estimated aggregate value of the RRPT as disclosed in the preceding year's Circular to Shareholders dated 23 March 2016 (RM)	Actual value transacted from the date of the last AGM on 14 April 2016 to LPD (RM)	Estimated aggregate value of the RRPT for the Proposed Shareholders' Mandate from 11 April 2017 (date of Twelfth AGM) to the next AGM (RM)
CyEn Resources Sdn. Bhd.	Tan Sri Razali Bin Ismail and Dato' Daud Bin Ahmad*	Sub-contractor charges paid for environmental / landscape works	25,000,000	12,533,808	25,000,000

* Tan Sri Razali bin Ismail and Dato' Daud bin Ahmad are the Directors and Major Shareholders of CYPARK and CyEn Resources Sdn. Bhd.

The above estimated values are based on management's best estimation of the value of the RRPT. These estimations were arrived at by management after taking into consideration both historical data and prevailing rates/prices obtained from the Related Party, which are market-competitive prices based on the normal level of transactions entered into by CYPARK, and hence, the actual values may differ.

Save as disclosed in the above, the actual value of the above transactions that were transacted from the date on which the existing mandate was obtained at the last AGM of the Company i.e., 14 April 2016, up to LPD did not exceed the estimated value by 10% or more.

1.5 Review Procedures for the RRPT

The Group has established the following procedures and guidelines to ensure that the RRPT is undertaken on an arms' length basis and on normal commercial terms that are not more favourable to the Related Party than those normally available to the public and are not to the detriment of the minority shareholders:-

- (i) a list of Related Party of the CYPARK Group will be circulated to the Directors of the Company and its subsidiaries to notify that all RRPT is required to be undertaken on an arms' length basis and on normal commercial terms and on terms not more favourable to the Related Party than those generally available to the public and are not detrimental to the minority shareholders;
- (ii) records of RRPT will be retained and compiled for review by the Audit Committee;
- (iii) the Audit Committee will review all RRPT. Any member of the Audit Committee may, as he deems fit, request for additional information pertaining to the RRPT;
- (iv) disclosure on all material RRPT, if any, will be made in the Annual Report of the Company;

- (v) the RRPT will be conducted at arms' length and based on normal commercial terms consistent with the Group's usual business policies and practices (subject to applicable rules and regulations) and will not be prejudicial to the minority shareholders;
- (vi) the interested Directors will abstain from deliberating and voting on all matters pertaining to the RRPT at the relevant meetings of the Board; and
- (vii) the transactions with a Related Party will only be entered into after taking into account the pricing, quality, delivery schedules, level of service and other related factors which are determined in accordance to the Group's business practices and policies, such as calling for tenders and quotations, to ensure that the prices and terms and conditions are based on competitive prices of similar products and services in line with industry norms.

At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Party are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that a quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Group based on those offered by/to other unrelated third parties for the same or substantially similar type of transaction to ensure that the RRPT is not detrimental to the Group.

There is no amount due and owing to the CYPARK Group by the Related Party pursuant to the RRPT which has exceeded the credit term.

1.6 Statement by the Audit Committee

The Audit Committee of the Company has reviewed the procedures as set out in Section 1.5 above and is of the view that the said procedures are sufficient to ensure that the RRPTs are conducted on arms' length basis, on terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders. Any member of the Audit Committee who is interested in any RRPT shall not be involved in the review of the RRPT.

The Audit Committee of the Company is also of the view that the Group has in place adequate procedures and processes to monitor, track and identify the RRPT in a timely and orderly manner. The Audit Committee's review procedures of the RRPT will be conducted annually, or such frequency as the Audit Committee considers appropriate having regard to the value and the frequency of the related party transactions.

1.7 Disclosure of RRPT

Disclosure will be made in accordance with Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPT entered into during the financial year based on the following information:-

- (i) types of the RRPT made; and
- (ii) names of the Related Party involved in each type of the RRPT made and their relationship with the Company.

The above disclosure will be made in the Company's Annual Report for each subsequent financial year after the Proposed Shareholders' Mandate has been obtained.

1.8 Guidelines on Thresholds of Approval

All RRPT are subject to the approval of the appropriate levels of authority as determined by the Board from time to time, subject to the provisions in the Listing Requirements and/or the Act, where necessary. Currently, senior management is authorised to approve RRPT of up to RM5,000,000 and any RRPT above RM5,000,000 would be subject to the approval of the Board.

In compliance with Paragraph 10.09(1)(a) of the Listing Requirements, the Company will immediately announce a RRPT where:-

- (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
- (ii) the percentage ratio of such RRPT is 1% or more,

whichever is the higher.

2.0 RATIONALE FOR AND BENEFIT TO CYPARK IN TRANSACTING WITH THE RELATED PARTY

The RRPT would create mutual benefits for the CYPARK Group, such as expediency and increased efficiency necessary for day-to-day operations.

In addition, the CYPARK Group benefits from the close working relationship with the Related Party and the prompt and reliable services from them.

The Proposed Shareholders' Mandate will enable CYPARK to carry out RRPT necessary for the Group's day-to-day operations, which are time sensitive in nature, and will eliminate the need to announce and convene separate general meetings (if applicable) to seek prior approval of shareholders for such transactions. This will substantially reduce the expenses associated with the convening of general meetings on an ad-hoc basis, improve administration efficiency and allow manpower resources and time to be channelled towards attaining other corporate objectives.

3.0 FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will have no effect on the share capital, the Major Shareholders' shareholdings of CYPARK, the NA per share and the earnings per share of the CYPARK Group.

4.0 INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSON CONNECTED TO THEM

Tan Sri Razali Bin Ismail and Dato' Daud Bin Ahmad, being the interested Directors in the RRPT have abstained and will continue to abstain from all Board deliberations and voting on the resolution pertaining to the Proposed Shareholders' Mandate.

Tan Sri Razali Bin Ismail and Dato' Daud Bin Ahmad, being the interested Directors and interested Major Shareholders in the RRPT will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

Tan Sri Razali Bin Ismail and Dato' Daud Bin Ahmad, being the interested Directors and interested Major Shareholders have undertaken to ensure that persons connected to them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution, deliberation and approval of the Proposed Shareholders' Mandate at the forthcoming AGM.

Save as disclosed above, none of the other Directors and/or Major Shareholders and/or persons connected to them have any interest, whether directly or indirectly, in the Proposed Shareholders' Mandate.

The following table illustrates the direct and indirect interests of the interested Major Shareholders and the interested Directors of CYPARK as at LPD prior to the printing of this Circular:-

	Shareholding as at LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<u>Interested Directors and Interested Major Shareholders</u>				
Tan Sri Razali bin Ismail	47,280,600	18.69	-	-
Dato' Daud bin Ahmad	40,515,056	16.02	-	-

5.0 DIRECTORS' RECOMMENDATION

The Directors (save for the interested Directors, namely Tan Sri Razali Bin Ismail Dato' Daud Bin Ahmad, who have abstained from giving any opinion in respect of the Proposed Shareholders' Mandate), having considered all aspects of the Proposed Shareholders' Mandate, are of the opinion that the Proposed Shareholders' Mandate are in the best interest of the Company and its shareholders.

Accordingly, the Directors (save for the interested Directors, namely Tan Sri Razali Bin Ismail and Dato' Daud Bin Ahmad, who have abstained from giving any opinion in respect of the Proposed Shareholders' Mandate) recommend that the shareholders of the Company vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming Twelfth AGM.

6.0 TWELFTH AGM

The Twelfth AGM of CYPARK, with the Extract of the Notice enclosed in Appendix I of this Circular/Statement, will be held at Boardroom 4, Level 3, Eastin Hotel, 13, Jalan 16/11, Pusat Dagang Seksyen 16, 46350 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 11 April 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolution pertaining to the Proposed Shareholders' Mandate described herein.

If you are unable to attend and vote in person at the AGM, you may complete and return the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible and in any event so as to arrive at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Twelfth AGM. All resolutions set out in the Notice of the 12th AGM are to be voted by poll. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the Twelfth AGM should you subsequently wish to do so.

7.0 FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix II of this Circular/Statement for further information.

Yours faithfully,
For and on behalf of the Board of Directors of
CYPARK RESOURCES BERHAD

Dato' Dr. Freezailah Bin Che Yeom
(Independent Non-Executive Director)

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PART B

**SHARE BUY-BACK STATEMENT IN RELATION TO
THE PROPOSED RENEWAL OF AUTHORITY FOR
THE PURCHASE BY CYPARK RESOURCES BERHAD
OF ITS OWN SHARES**

DEFINITIONS

Unless the context otherwise requires, the following definitions shall apply throughout this Statement:

"Act"	:	Companies Act, 2016 as amended from time to time and any re-enactment thereof
"AGM"	:	Annual General Meeting
"Board"	:	Board of Directors of CYPARK
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (Company No. 635998-W)
"Code"	:	Malaysian Code on Take-Overs and Mergers 2016, including any amendments thereto that may be made from time to time
"CYPARK" or "the Company"	:	Cypark Resources Berhad (Company No. 642994-H)
"CYPARK Group" or "Group"	:	CYPARK and its subsidiaries as defined in the relevant section of the Act
"CYPARK Share(s)" or "Shares"	:	Ordinary share(s) of RM0.50 each in CYPARK
"Director(s)"	:	Director(s) of CYPARK and shall have the meaning given in section 2(1) of the Capital Markets and Services Act 2007
"EPS"	:	Earnings per share
"ESOS"	:	CYPARK Group's Employees' Share Option Scheme
"Listing Requirements"	:	Bursa Securities Main Market Listing Requirements, including any amendments thereto that may be made from time to time
"LPD"	:	8 February 2017, being the latest practicable date
"NA"	:	Net assets
"Prevailing Laws"	:	Any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities including but not limited to the Listing Requirements
"Proposed Share Buy-Back" or "Proposed Renewal of Share Buy-Back Authority"	:	Proposed renewal of authority for the purchase by the Company of its own shares up to ten percent (10%) of the total number of issued shares in the ordinary share capital of the Company
"RM"	:	Ringgit Malaysia and sen
"Statement"	:	Share Buy-back Statement dated 28 February 2017
"Substantial Shareholder(s)"	:	As defined in the relevant section of the Act

DEFINITIONS (CONT'D)

In this Statement, unless there is something in the subject or context inconsistent herewith, words importing the singular shall include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa and reference to persons shall include corporations.

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1.0 INTRODUCTION

The Company had at the Eleventh AGM of the Company held on 14 April 2016, obtained its shareholders' approval on the proposed share buy-back exercise to purchase up to ten percent (10%) of the total number of issued shares in the ordinary share capital of the Company at any point of time through Bursa Securities. In accordance with the Listing Requirements governing the purchase of a listed issuer's own shares by the listed issuer itself, the aforesaid approval will continue to be in force until the conclusion of the forthcoming Twelfth AGM of the Company which will be held on 11 April 2017.

The Company had also on 16 January 2017, announced that the Board proposes to seek the shareholders' approval for the Proposed Renewal of Share Buy-Back Authority being in accordance with Section 127 of the Act at the forthcoming Twelfth AGM of the Company.

The purpose of this Statement is to provide you with the relevant information on the Proposed Renewal of Share Buy-Back Authority and to seek your approval in respect of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority under one of the agenda item for Special Business to be tabled at the forthcoming Twelfth AGM of the Company as set out in the 2016 Annual Report of CYPARK.

The forthcoming Twelfth AGM of the Company is scheduled to be held at Boardroom 4, Level 3, Eastin Hotel, 13, Jalan 16/11, Pusat Dagangan Seksyen 16, 46350 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 11 April 2017 at 10:00 a.m. The Notice of the Twelfth AGM, together with the Form of Proxy, are enclosed in the 2016 Annual Report of the Company.

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board proposes to seek approval from the shareholders for a renewal of authorisation to enable the Company to continue to purchase up to ten percent (10%) of the total number of issued shares in the ordinary share capital of the Company as quoted on Bursa Securities at any point of time.

As at LPD, the total number of issued shares in the ordinary share capital of the Company stood at RM126,469,236.00 comprising 252,938,472 Shares. Under the existing share buy-back authority, the maximum number of Shares that may be bought back by the Company is up to ten percent (10%) of the total number of issued shares in the ordinary share capital which is 25,293,847 Shares.

The Proposed Renewal of Share Buy-Back Authority will be effective upon the passing of the ordinary resolution at the forthcoming Twelfth AGM of the Company and will continue to be in force until:-

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

whichever is the earlier.

Pursuant to Paragraph 12.17 of the Listing Requirements, the Company may only purchase its own shares at a price which is not more than fifteen percent (15%) above the weighted average market price of the CYPARK Shares for the past five (5) market days immediately preceding the date of purchase.

In the case of a resale of treasury shares, the Company may only resell the CYPARK Shares at:

- a) a price which is not less than the weighted average market price of the CYPARK Shares for the past five (5) market days immediately prior to the date of resale; or
- b) a discounted price of not more than five percent (5%) to the weighted average market price of the CYPARK Shares for the past five (5) market days immediately prior to the date of resale provided that:-
 - i) the resale takes place not earlier than thirty (30) days from the date of purchase; and
 - ii) the resale price is not less than the cost of purchase of the CYPARK Shares being resold.

3.0 RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will enable the CYPARK Group to utilise any of its surplus financial resources to purchase the CYPARK Shares. The Company may be able to stabilise the supply and demand of the CYPARK Shares in the open market and thereby support its fundamental values. Further, the increase in EPS, if any, arising from the Proposed Share Buy-Back is expected to benefit the shareholders of the Company.

The purchased shares can be held as treasury shares and resold on Bursa Securities with the intention of realising a potential gain without affecting the total number of issued shares in the ordinary share capital of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

4.0 RETAINED PROFITS

In accordance with the Listing Requirements, the total maximum amount of funds to be allocated for the Proposed Share Buy-Back must be made wholly out of the Company's retained profits only based on the latest annual audited financial statements and the latest management accounts (where applicable). Therefore, the Board proposes that the maximum amount of funds to be utilised for any purchase of the CYPARK Shares shall not exceed the aggregate of the Company's said retained profits of RM26,328,727 based on the Audited Financial Statements for the financial year ended 31 October 2016.

5.0 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will provide the Company with the opportunity to take pre-emptive measures against speculation if need be, to stabilise the supply and demand of CYPARK Shares in the open market, thereby allowing the price of CYPARK Shares to better reflect its fundamental value. The maintenance of the share price is important in order to maintain investors' confidence to facilitate our Company's future fund raising exercise via issues of equity shares, should there be any such exercises in future. In addition, the Proposed Share Buy-Back will also provide an opportunity for the Company to make a gain when it resells the purchased CYPARK Shares for cash when market conditions improve.

The Proposed Share Buy-Back, if implemented, would reduce the financial resources of the Group, which may result in the Company having to forego other feasible investment opportunities that may emerge in the future or, at the least, deprive the Company and/or the Group of the interest income that can be derived from the funds utilised for the Proposed Share Buy-Back. The Proposed Share Buy-Back would also reduce the amount of financial resources available for distribution in the form of dividends to you.

6.0 SOURCE OF FUNDS

The amount allocated for the share buy-back would be financed by internally generated funds and/or bank borrowings.

In the event that the Company decides to utilise external borrowings to finance the share buy-back, the Board will ensure that the Company has sufficient funds to repay the external borrowings and such repayment will not have a material effect on the Company's cash flow.

7.0 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

The following tables show the effects of the Proposed Renewal of Share Buy-back Authority on the direct and indirect interests of the Directors and Substantial Shareholders and any person connected with the Directors and/or Substantial Shareholders in the proposed purchase as at LPD:-

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Directors	As at 8 February 2017						After full implementation of the Proposed Renewal of Share Buy-back Authority *						After full implementation of the ESOS and Proposed Renewal of Share Buy-back Authority **					
	Direct			Indirect			Direct			Indirect			Direct			Indirect		
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Sri Razali bin Ismail	47,280,600	18.69	-	-	47,280,600	20.77	-	-	47,280,600	18.06	-	-	47,280,600	18.06	-	-	-	-
Dato' Daud bin Ahmad	40,515,056	16.02	-	-	40,515,056	17.80	-	-	40,515,056	15.48	-	-	40,515,056	15.48	-	-	-	-
Dato' Dr. Freezailah bin Che Yeom	179,900	0.07	-	-	179,900	0.08	-	-	179,900	0.07	-	-	179,900	0.07	-	-	-	-
Datuk Abdul Malek bin Abdul Aziz	6,000	0.002	-	-	6,000	0.003	-	-	6,000	0.002	-	-	6,000	0.002	-	-	-	-
Headir Mahfidz	100,000	0.04	-	-	100,000	0.04	-	-	100,000	0.04	-	-	100,000	0.04	-	-	-	-
Megat Munir bin Megat Abdullah Rafaele	20,000	0.01	-	-	20,000	0.01	-	-	20,000	0.008	-	-	20,000	0.008	-	-	-	-
Substantial Shareholders	As at 8 February 2017						After full implementation of the Proposed Renewal of Share Buy-back Authority *						After full implementation of the ESOS and Proposed Renewal of Share Buy-back Authority **					
	Direct			Indirect			Direct			Indirect			Direct			Indirect		
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tan Sri Razali bin Ismail	47,280,600	18.69	-	-	47,280,600	20.77	-	-	47,280,600	18.06	-	-	47,280,600	18.06	-	-	-	-
Dato' Daud bin Ahmad	40,515,056	16.02	-	-	40,515,056	17.80	-	-	40,515,056	15.48	-	-	40,515,056	15.48	-	-	-	-

* assuming that 25,293,847 Shares, being the maximum number of Shares representing up to ten percent (10%) of the total number of issued shares that may be bought back by the Company, are bought back

** assuming that the ESOS options are fully exercised up to 15% of the total number of issued shares of the Company at the point in time during the existence of the ESOS and that up to ten percent (10%) of the total number of issued shares that may be bought back by the Company, are bought back

Save for the resulting increase in percentage shareholdings as a consequence of the Share Buy-Back, none of the Directors, Substantial Shareholders or persons connected to them has any interest, direct or indirect, in the Share Buy-Back or the resale of treasury shares, if any.

8.0 PUBLIC SHAREHOLDINGS SPREAD

Pursuant to Paragraph 8.02(1) of the Listing Requirements, a listed issuer must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders ("**Required Public Shareholdings Spread**").

As at LPD, the public shareholders of the Company hold 164,836,916 CYPARK Shares, representing 65.17% of the share capital of the Company.

The public shareholdings spread of the Company as at LPD and after incorporating the effects of the Proposed Renewal of Share Buy-Back Authority are as follows:-

	Public shareholdings spread	
	No. of Shares	%
As at LPD	164,836,916	65.17
After the Proposed Renewal of Share Buy-Back Authority*	139,543,069	61.30

* assuming that 25,293,847 Shares being the maximum number of Shares representing up to ten percent (10%) of the total number of issued shares in the ordinary share capital that may be bought back by the Company, are bought back and subsequently cancelled and the Shares are acquired from the minority shareholders of CYPARK

The Board will ensure that prior to and after any share buy-back exercise, the Required Public Shareholdings Spread of at least 25% is maintained at all times.

9.0 CONSEQUENCES OF THE PROPOSED PURCHASE ON CYPARK AND ITS SHAREHOLDERS WITH REGARDS TO THE CODE

Based on the shareholdings of the Substantial Shareholders of the Company as at LPD and assuming the purchase of the Company's own shares is carried out in full, the share buy-back exercise will trigger an obligation to undertake a mandatory general offer under the Code. The effects of the share buy-back on CYPARK's Directors' and Substantial Shareholders' shareholdings in the Company are set out in Section 7.0 of this Statement.

In the event the number of CYPARK Shares bought back subsequent to the date of this Statement would result in any Substantial Shareholder(s) and/or parties acting in concert with them triggering the Code, such Substantial Shareholder(s) and/or parties acting in concert may consider seeking a waiver under the Code.

10.0 FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

On the assumption that the share buy-back is carried out in full, the effects of the Proposed Renewal of Share Buy-Back Authority on the share capital, NA, working capital and EPS of the Company are set out below:-

a) Share Capital

The effects of the Proposed Share Buy-Back on the share capital of the Company will depend on the intention of the Board as to the treatment of the Shares purchased.

If the Shares so purchased are retained as treasury shares, the issued and paid-up ordinary share capital of the Company will not be reduced but the rights attaching to the treasury shares as to voting, dividends and participation in other distributions or otherwise will be suspended. While these Shares remain as treasury shares, the Act prohibits the taking into account of such Shares in calculating the number of percentage of Shares for a purpose whatsoever including substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of votes on resolutions.

If all the Shares so purchased are cancelled, it will result in a reduction on the total number of issued shares in the ordinary capital of the Company as shown in the table below:-

	No. of Shares	RM
Share capital as at LPD	252,938,472	126,469,236.00
Less: Treasury shares cancelled	<u>(25,293,847)</u>	<u>(12,646,923.50)</u>
Resultant share capital	<u>227,644,625</u>	<u>113,822,312.50</u>

b) NA

The effect of the Proposed Share Buy-Back on the consolidated NA of the CYPARK Group is subject to the number of Shares purchased, purchase price of the Shares, the effective funding cost, if any, and the subsequent treatment of the Shares so purchased.

The NA of the CYPARK Group would decrease if the Shares bought back are cancelled. The Proposed Share Buy-Back will reduce the consolidated NA per Share if the purchase price exceeds the consolidated NA per Share at the time of purchase. However, the consolidated NA per Share will increase if the purchase price is less than the consolidated NA per Share at the time of purchase.

The consolidated NA of the CYPARK Group would decrease by the cost of the treasury shares due to the requirement for treasury shares to be carried at cost and be offset against equity if the Shares bought back are retained as treasury shares.

Should the Shares so purchased be held as treasury shares and later resold, the consolidated NA per Share of the CYPARK Group will increase if the Company realise a gain from the resale, and vice versa.

c) Working Capital

The Proposed Share Buy-Back will reduce the working capital of the CYPARK Group, the quantum of which depends on, amongst others, the number of Shares eventually purchased and the purchase price of the Shares. The impact on the cash flow of the Company and the Group will depend on the number of Shares eventually purchased and the purchase prices of the Shares.

However, the cash flow or working capital position of the Company will be restored if the purchased CYPARK Shares are resold at least at the purchase price.

d) EPS

Depending on the number of Shares purchased, purchase price of Shares and the effective cost as well as the opportunity cost of funding the Shares, the Proposed Share Buy-back may increase the EPS of the CYPARK Group. Similarly, on the assumption that the Shares so purchased are treated as treasury shares and subsequently resold, the extent of the effect to the earnings of the CYPARK Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising.

Any cancellation of Shares so purchased is expected to increase the EPS of the Company and the CYPARK Group due to the reduced number of Shares in issue.

11.0 PURCHASE, RESALE AND CANCELLATION OF SHARES MADE PURSUANT TO THE EXISTING AUTHORITY

The Company had not purchased, resold or cancelled any shares during the financial year ended 31 October 2016.

12.0 DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Board and they individually and collectively accept full responsibility for the accuracy of the information given in this Statement and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

Having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, the Board is of the opinion that the Proposed Renewal of Share Buy-Back Authority is fair, reasonable and in the best interest of the Company.

13.0 DIRECTORS' RECOMMENDATION

The Directors, having considered the rationale for the Proposed Share Buy-Back, is of the opinion that it is in the best interest of the Company and its shareholders and accordingly, recommends that you vote in favour of the resolution for the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming Twelfth AGM.

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**Cypark****CYPARK RESOURCES BERHAD***(Company Number: 642994-H)**(Incorporated in Malaysia)*

EXTRACT OF NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING OF THE COMPANY SCHEDULED TO BE HELD AT BOARDROOM 4, LEVEL 3, EASTIN HOTEL, 13, JALAN 16/11, PUSAT DAGANG SEKSYEN 16, 46350 PETALING JAYA, SELANGOR DARUL EHSAN ON TUESDAY, 11 APRIL 2017 AT 10:00 A.M.

ORDINARY RESOLUTION NO. 1**- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"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 Shareholders' 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 28 February 2017 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 Shareholders' Mandate**");

THAT the authority for the Proposed Shareholders' 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 Shareholders' Mandate."

ORDINARY RESOLUTION NO. 2

- PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

"**THAT** subject to the compliance with Section 127 of the Companies Act 2016 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("**Bursa Securities**") as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing total number of issued shares in the ordinary share capital of the Company including the shares previously purchased and retained as Treasury Shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Circular/Statement to Shareholders dated 28 February 2017.

THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting ("**AGM**") of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of Bursa Securities Main Market Listing Requirements and any other relevant authorities.

THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Bursa Securities Main Market Listing Requirements and any other relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company."

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

Our Directors have seen and approved this Circular/Statement and they, collectively and individually, accept full responsibility for the accuracy of the information given in this Circular/Statement and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no false or misleading information or other facts which, if omitted, would make any statement herein false or misleading.

2. MATERIAL CONTRACTS

Neither CYPARK nor its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business) within the past two (2) years immediately preceding the date of this Circular/Statement.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

There are no material litigation, claims or arbitration wherein CYPARK or its subsidiaries are engaged in either as plaintiff or defendant and the Board is not aware of any proceedings, pending or threatened against the Company and/or its subsidiaries, or of any facts likely to give rise to any proceedings which might materially or adversely affect the financial position or business of the CYPARK Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents (or copies thereof) in respect of the Company are available for inspection at our Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur from Mondays to Fridays (except public holidays) 10:00 a.m. to 4:00 p.m. from the date of this Circular/Statement up to and including the date of the Twelfth AGM:-

- (i) Memorandum and Articles of Association; and
- (ii) Audited financial statements for the past two (2) financial years ended 31 October 2015 and 31 October 2016.

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Cypark Cypark Resources Berhad
(Company No. 642994-H)
(Incorporated in Malaysia)

FORM OF PROXY

CDS Account No.

Number of ordinary shares held

*I/We(fullname), _____ bearing*NRICNo./PassportNo./CompanyNo. _____

of (full address) _____

being a *member/members of Cypark Resources Berhad ("the Company") hereby appoint:-

FIRST PROXY "A"

FULL NAME (IN BLOCK)	NRIC/ PASSPORT NO.	PROPORTION OF SHAREHOLDINGS	
		NO. OF SHARES	%
FULL ADDRESS			

and/or failing *him/her,

SECOND PROXY "B"

FULL NAME (IN BLOCK)	NRIC/ PASSPORT NO.	PROPORTION OF SHAREHOLDINGS	
		NO. OF SHARES	%
FULL ADDRESS			

to put on a separate sheet where there are more than two (2) proxies.

100%

or failing *him/her, the *Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the Twelfth Annual General Meeting of the Company to be held at Boardroom 4, Level 3, Eastin Hotel, 13, Jalan 16/11, Pusat Dagang Seksyen 16, 46350 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 11 April 2017 at 10:00 a.m. and at any adjournment thereof.

In the case of a vote by a show of hands, my proxy _____ [one (1) only] shall vote on *my/our behalf.

Please indicate with an "X" in the spaces provided below as to how you wish your votes to be casted. If no specific direction as to voting is given, the proxy will vote or abstain from voting at *his/her discretion.

ITEM	AGENDA	RESOLUTION	FOR	AGAINST
1.	To receive the Audited Financial Statements for the financial year ended 31 October 2016 together with the Reports of the Directors and the Auditors thereon.			
2.	To approve the declaration and payment of a single tier final dividend of 5.2 sen per ordinary share for the financial year ended 31 October 2016.	1		
3.	To approve the payment of Directors' fees and any benefits payable for the financial year ending 31 October 2017 and thereafter.	2		
4.	To re-elect Dato' Daud bin Ahmad, who is due to retire in accordance with Article 84 of the Company's Articles of Association and being eligible, has offered himself for re-election.	3		
5.	To re-elect Encik Headir bin Mahfidz, who is due to retire in accordance with Article 84 of the Company's Articles of Association and being eligible, has offered himself for re-election.	4		
6.	To re-appoint Messrs. Mazars as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	5		
SPECIAL BUSINESS				
7.	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	6		
8.	Proposed Renewal of Authority for Share Buy-Back.	7		
9.	Authority to Issue Shares pursuant to Section 75 of the Companies Act 2016.	8		
10.	Proposed Renewal of Authority to Issue Shares pursuant to the Dividend Reinvestment Scheme.	9		

As witness my/our hand(s) this day _____ of _____, 2017.

* Strike out whichever not applicable

*Signature/Common Seal of Member



Notes:-

1. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 5 April 2017 shall be eligible to attend the Meeting.
2. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one (1) or more proxies to attend and vote in his stead. A member may appoint more than one (1) proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
3. A proxy may but need not be a shareholder of the Company and a 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 shareholder to speak at the Meeting.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under 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. Where a shareholder is an authorised nominee as defined under SICDA, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
6. 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 not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. All resolutions set out in the Notice of the Meeting are to be voted by poll.

FOLD HERE

STAMP

The Company Secretary
CYPARK RESOURCES BERHAD (642994-H)
c/o Securities Services (Holdings) Sdn Bhd
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur

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