



Cypark

CYPARK RESOURCES BERHAD

(Company No. 642994-H)
(Incorporated in Malaysia)

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting ("14th AGM") of the Company will be held at Ballroom 2, Level 16, Eastin Hotel, 13, Jalan 16/11, Pusat Dagang Seksyen 16, 46350 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 9 April 2019 at 10:00 a.m. for the following purposes:-

- To receive the Audited Financial Statements for the financial year ended 31 October 2018 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note 7)
- To approve the declaration and payment of a single tier final dividend of 3.9 sen per ordinary share for the financial year ended 31 October 2018. (Resolution 1)
- To approve the payment of Directors' fees for the financial year ending 31 October 2019 and thereafter. (Resolution 2)
- To approve the payment of Directors' benefits from 10 April 2019 until the next AGM of the Company. (Resolution 3)
- To re-elect the following Directors who are due to retire in accordance with Article 84 of the Companies Act 1991 and being eligible, have offered themselves for re-election:- (Resolution 4)
(a) Dato' Dr. Freezailah Bin Che Yom; and
(b) Datuk Abdul Malek Bin Abdul Aziz. (Resolution 5)
- To re-appoint Messrs. Mazars PTL as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 6)

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

- ORDINARY RESOLUTION NO. 1** (Resolution 7)
- RETENTION OF DATO' DR. FREEZAILAH BIN CHE YOM AS AN INDEPENDENT DIRECTOR
"THAT subject to the passing of Resolution 4, Dato' Dr. Freezailah Bin Che Yom who would have served as an Independent Director of the Company for a cumulative term of nine years from 8 June 2019 onwards, be and is hereby retained as an Independent Director of the Company." (Please refer to Note 8 (i))

- ORDINARY RESOLUTION NO. 2** (Resolution 8)
- RETENTION OF ENCK HENDRIK BIN MAHFIDZ AS AN INDEPENDENT DIRECTOR
"THAT Enck Hendrik Bin Mahfidz who would have served as an Independent Director of the Company for a cumulative term of nine years from 7 September 2019 onwards, be and is hereby retained as an Independent Director of the Company." (Please refer to Note 8 (ii))

- ORDINARY RESOLUTION NO. 3** (Resolution 9)
- PROPOSED RENEWAL OF EXISTING SHAREHOLDER 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 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 28 February 2019 provided that such transactions are:- (Please refer to Note 8 (iii))
(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 not to extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
(iii) as 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."

- ORDINARY RESOLUTION NO. 4** (Resolution 10)
- PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK
"THAT subject to the Companies Act 2016, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirement, the Articles of Association/Constitution of the Company, and all other applicable laws, rules and regulations, 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:- (Please refer to Note 8 (iv))
(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 or 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 accounts) 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."

- ORDINARY RESOLUTION NO. 5** (Resolution 11)
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016
"THAT subject always to the Companies Act 2016 ("the Act"), the Articles of Association/Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued 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." (Please refer to Note 8 (v))

- ORDINARY RESOLUTION NO. 6** (Resolution 12)
- 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 CRB SHARES TO PROVIDE THE SHAREHOLDERS OF CRB SHARES WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN CRB SHARES ("PROPOSED RENEWAL OF DRS AUTHORITY")
"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." (Please refer to Note 8 (vi))

- SPECIAL RESOLUTION** (Resolution 13)
- PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION")
"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety and in place thereof, a new constitution as set out in Appendix III of the Circular/Statement to Shareholders dated 28 February 2019 be and is hereby adopted as the Constitution of the Company with immediate effect.
AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with the full power to assent to any conditions, modification, and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption." (Please refer to Note 8 (vii))

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT
Notice is hereby given that the single tier final dividend of 3.9 sen per ordinary share for the financial year ended 31 October 2018, if approved by the shareholders at the Fourteenth Annual General Meeting, will be payable on 28 June 2019 to shareholders whose names appear in the Record of Depositors on 31 May 2019.
A Depositor shall qualify for entitlement to the dividend only in respect of:
(a) Shares transferred into the Depositor's securities account before 4:00 p.m. on 31 May 2019 in respect of ordinary transfers; and
(b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.
By Order of the Board
CHUA SIEW CHUAN (MAICSA 0777689)
YEOW SZE MIN (MAICSA 7065735)
Company Secretaries
Kuala Lumpur
Dated: 28 February 2019

NOTES:

1. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 2 April 2019 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 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 appointor or of his attorney duly authorised in writing or, if the appointor 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 Mileniu, Jalan Damansara, 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.

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 7 – Retention of Dato' Dr. Freezailah Bin Che Yom as an Independent Director**

Dato' Dr. Freezailah Bin Che Yom ("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 from 8 June 2019 onwards. The Board of Directors of the Company through its Nomination Committee, after having assessed the independence of Dato' Dr. Freezailah, 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 Risk Management 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 8 – Retention of Enck Hendrik Bin Mahfidz as an Independent Director**

Enck Hendrik Bin Mahfidz ("Enck Hendrik") was appointed as an Independent Director of the Company on 7 September 2010 and has served the Board for a cumulative term from 7 September 2019 onwards. The Board of Directors of the Company through its Nomination Committee, after having assessed the independence of Enck Hendrik, regards him to be independent based amongst others, the following justifications, and recommends that Enck Hendrik 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) Enck Hendrik 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 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) Enck Hendrik 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) Enck Hendrik has no potential conflict of interest, whether business or non-business related with the Company;

(d) Enck Hendrik 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) Enck Hendrik does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.

(iii) **Resolution 9 – Proposed Shareholder Mandate**

The proposed Resolution 9 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 28 February 2019 for further information.

(iv) **Resolution 10 – Proposed Authority for the Company to Purchase Its Own Shares**

The proposed Resolution 10 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 28 February 2019 for further information.

(v) **Resolution 11 – Authority to Issue Shares**

The proposed Resolution 11 is intended to renew the authority granted to the Directors of the Company at the Thirteenth Annual General Meeting of the Company held on 9 April 2018 ("Previous Mandate") to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "General Mandate").

Pursuant to the Previous Mandate, the Company has undertaken a private placement exercise in three (3) tranches where 28,737,000 new ordinary shares of RM0.50 each have been issued as at the date of this Notice.

The new General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

(vi) **Resolution 12 – Proposed Renewal of DRS Authority**

The proposed Resolution 12, 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.

(vii) **Special Resolution – Proposed Adoption of a New Constitution of the Company ("Proposed Adoption")**

The proposed resolution 13 is intended to streamline the existing Memorandum and Articles of Association ("M&A") of the Company with the Companies Act 2016, which was effective from 31 January 2017. The Proposed Adoption is also to align the existing M&A with the Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad on 29 November 2017, and to provide clarity to certain provision thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.

Please refer to the Circular/Statement to Shareholders dated 28 February 2019 for further information.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 14th 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.