



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Second (22nd) Annual General Meeting ("AGM") of the Company will be held at Sabah Hotel, Amadues I & II, Level 2, KM 1, Jalan Utara, Sandakan, Sabah on Saturday, 26 September 2020 at 10.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM273,600.00 for the period from 1 January 2020 up to the 23rd AGM of the Company.
- To re-elect the following Directors who retire pursuant to Clause 123 of the Company's Constitution:-
  - Mr Hiew Seng
  - Mr Lin, Kai-Hsuan
- To re-appoint Messrs PKF as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company.

**Ordinary Resolution 1**

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions:-

- Renewal authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016

**Ordinary Resolution 5**

"THAT subject to passing of the Special Resolution 1 of the Notice of AGM dated 28 August 2020, and subject to the Companies Act, 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), Additional Temporary Relief Measures to Listed Corporations for Covid-19, issue by Bursa Securities on 16 April 2020 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("20% General Mandate"); AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities; AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

- Proposed Retention of Mr Hiew Seng as Independent Non-Executive Director

**Ordinary Resolution 6**

"THAT, in accordance with the Malaysian Code on Corporate Governance ("MCCG") and subject to passing of the Ordinary Resolution 2, Mr Hiew Seng be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."

- Proposed Amendments To The Constitution Of The Company ("Proposed Amendments")

**Special Resolution 1**

"THAT the proposed amendments to the Constitution of the Company as set out in the Appendix A which has been circulated to the shareholders together with this notice, be approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said Proposed Amendment for and on behalf of the Company."

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

**BY ORDER OF THE BOARD**

TAN TONG LANG (MAICSA 7045482)  
 VIMALRAJ A/L SHANMUGAM (MAICSA 7068140)  
 Company Secretaries

Kuala Lumpur  
 Date: 28 August 2020

**NOTES:**

- A member of the Company entitled to attend and vote at this meeting may appoint up to two (2) proxies to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
- Where a member appoints up to two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee 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 member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
- To be valid, the proxy form duly completed must be deposited at the Registered Office of the Company at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 September 2020 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 22nd AGM.

**Explanatory Notes to Ordinary Business:**

- Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2019.  
 This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

**Explanatory Notes to Special Business:**

- Ordinary Resolution 5 - Renewal authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Act  
 The proposed Ordinary Resolution 5 is a renewal general mandate and if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 20% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. The 20% General Mandate is pursuant to directive letter from Bursa Securities dated 16 April 2020 in relation to a temporary relief measures in view of the trying and challenging times due to the Covid-19 pandemic for listed issuer to seek a higher general mandate of not more than 20% of the total number of issued shares (excluding treasury shares) instead of 10%. The previous mandate which was obtained at the last AGM held on 22 June 2019 was not utilised and therefore, no proceeds were raised.  
 Having considered the current economic climate arising from the global Covid-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Act, from its shareholders at the forthcoming 22nd AGM of the Company.  
 The Directors of the Company, after due consideration, is of the opinion that in the face of unprecedented challenges to the Company brought by Covid-19 pandemic, this 20% General Mandate will enable the Company further flexibility to raise funds expeditiously other than incurring additional interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow and achieve a more optimal capital structure. Any funds raised from this 20% General Mandate is expected to be used as working capital to finance day-to-day operational expenses, on-going projects or future projects/ investments to ensure the long-term sustainability of the Company.  
 The Directors, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its subsidiaries.
- Ordinary Resolution 6 - Proposed retention of Mr Hiew Seng as Independent Non-Executive Director  
 The proposed Ordinary Resolution 6, in observing the recommendation in relation to the tenure of an Independent directors as prescribed by Malaysian Code on Corporate Governance, the Directors, after having assessed the independence of Mr Hiew Seng, considers him to be independent and recommends that he be retained as Independent Non-Executive Director of the Company. The voting will be carried out through a two-tier voting process in line with the recommendation of MCCG. The details of the Board assessment and justifications are contained in the Corporate Governance Overview Statement of the Annual Report 2019.
- Special Resolution 1- Proposed Amendments To The Constitution Of The Company ("Proposed Amendments")  
 The Proposed Amendments to the Constitution of the Company is primarily to provide further clarity on certain terms of the Constitution and provide more flexibility for the Company and to ensure the compliance with the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Proposed Amendments to be made to the Constitution are listed as per Appendix A, which is circulated to the shareholders together with the Notice of the 22nd AGM dated 28 August 2020.

**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

The Constitution of the Cymao Holdings Berhad is proposed to be amended in the following manner: -

Clause No.	Existing Clause	Proposed Amendment
5. (1)	-	"Documents" means any document required to be sent under the Listing Requirements to every member.
15. (4)	Subject to the provisions of this Constitution and notwithstanding the existence of a resolution pursuant to Section 75(1) and 76(1) of the Act, the Company shall ensure that it shall not issue any shares or convertible securities if the total number of shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds 10% of the total number of issued shares (excluding treasury shares) of the Company, except where the shares or convertible securities are issued with the prior approval or the Members in general meeting of the precise terms and conditions of the issue.	Subject to the provisions of this Constitution and Listing Requirement, and notwithstanding the existence of a resolution pursuant to Section 75(1) and 76(1) of the Act, the Company shall ensure that it shall not issue any shares or convertible securities if the total number of shares or convertible securities, when aggregated with the total number of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds the allowed threshold by the prevailing rules and regulation, except where the shares or convertible securities are issued with the prior approval or the Members in general meeting of the precise terms and conditions of the issue.
88. (1)	<p>A resolution put to vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the results of the results of the show hands, a poll is duly demanded. Subject to the Act, a poll may be demanded:</p> <p>(a) by the Chairman; or</p> <p>(b) by at least three (3) Members present in person or by proxy having the right to vote at the meeting; or</p> <p>(c) by a Member or Members present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than</p>	<p>Subject to any express requirement of the Listing Requirement, a resolution put to vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the results of the results of the show hands, a poll is duly demanded. Subject to the Act, a poll may be demanded:-</p> <p>(a) by the Chairman; or</p> <p>(b) by at least three (3) Members present in person or by proxy having the right to vote at the meeting; or</p> <p>(c) by a Member or Members present in person or by proxy and representing not less than ten per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members holding shares conferring a right to vote at the meeting</p>

	<p>ten per centum (10%) of the total paid up shares conferring that right;</p> <p>and a demand by a person as proxy for or attorney of a Member (whether individual, corporate or otherwise) or as duly authorised representative for a corporate Member shall be the same as a demand by the Member;</p>	<p>being shares on which an aggregate sum has been paid up equal to not less than ten per centum (10%) of the total paid up shares conferring that right;</p> <p>and a demand by a person as proxy for or attorney of a Member (whether individual, corporate or otherwise) or as duly authorised representative for a corporate Member shall be the same as a demand by the Member;</p>
101. (1)	<p>be deposited at the Office at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote; or</p>	<p>be deposited at the Office, or at such other place within Malaysia, as is specified for that purpose in the notice convening the meeting, at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote; or</p>
145.	<p>A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or their alternates shall be as valid and effectual as if it had been passed by a meeting of Directors duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more Directors. Any such document, may be accepted as sufficiently signed by a Director if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message purporting to include a signature of a Director but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate director, it need not be signed by the alternate Director capacity. All such resolutions shall be recorded by him in the Company's minutes book. A resolution in writing of the Directors shall be inoperative if it shall purport to authorise or to do any act which a meeting of the Board has decided shall not be authorised or done, until confirmed by a meeting of the board of Directors.</p>	<p>A resolution in writing signed or approved by letter, telegram, telex, telefax or electronic means by majority of the Directors, for the time being entitled to receive notice of a meeting of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolution shall also be signed by such alternate. All such resolutions shall be described as "Directors' Resolution In Writing" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. Any such resolution in writing may consist of several documents, including facsimile or other similar means of communication, in similar form, and each document shall be signed or assented to by one or more Directors or their alternates. A copy of any such resolution shall be entered in the minutes book of Board proceedings.</p>

# CYMAO HOLDINGS BERHAD

[Registration No. 199701030432 (445931-U)]  
(Incorporated in Malaysia)

<b>CDS Account No.</b>	
<b>No. of Shares Held</b>	

## FORM OF PROXY

I / We \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

(NRIC No. / Passport No. / Company Registration No. \_\_\_\_\_)

of \_\_\_\_\_  
(FULL ADDRESS)

being a member/members of **CYMAO HOLDINGS BERHAD**, hereby appoint

Name of Proxy	NRIC No./Passport No.	% of Shareholdings to be Represented
Address		

and/or failing him/her

Name of Proxy	NRIC No./Passport No.	% of Shareholdings to be Represented
Address		

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the Twenty-Second (22<sup>nd</sup>) Annual General Meeting ("AGM") of the Company to be held at Sabah Hotel, Amadues I & II, Level 2, KM 1, Jalan Utara, Sandakan, Sabah on Saturday, 26 September 2020 at 10.00 a.m. and at any adjournment thereof.

RESOLUTIONS	FOR	AGAINST
1. To approve the payment of Directors' fees of RM273,600 for the period from 1 January 2020 up to the 23 <sup>rd</sup> AGM of the Company.		
2. To re-elect Mr Hiew Seng who retires pursuant to Clause 123 of the Company's Constitution		
3. To re-elect Mr Lin, Kai-Hsuan who retires pursuant to Clause 123 of the Company's Constitution		
4. To re-appoint Messrs PKF as Auditors of the Company		
5. New Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016		
6. Proposed Retention of Mr Hiew Seng as Independent Non-Executive Director		
7. Proposed Amendments to the Constitution of the Company		

(Please indicate with an "X" in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Dated this ..... day of ..... 2020

\_\_\_\_\_  
Signature(s) of member(s)

### NOTES:

1. A member of the Company entitled to attend and vote at this meeting may appoint up to two (2) proxies to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
2. Where a member appoints up to two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his/her holdings to be represented by each proxy.
3. Where a member is an Exempt Authorised Nominee 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.
4. Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
6. To be valid the proxy form duly completed must be deposited at the Registered Office of the Company at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 September 2020 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 22<sup>nd</sup> AGM.

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The Company Secretaries  
**CYMAO HOLDINGS BERHAD**  
**[Registration No. 199701030432 (445931-U)]**  
Suite 10.02, Level 10, The Gardens South Tower,  
Mid Valley City, Lingkaran Syed Putra,  
59200 Kuala Lumpur

AFFIX

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