



C.I. HOLDINGS BERHAD

(Company No.: 37918-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of C.I. Holdings Berhad ("CIH" or "Company") will be held at Ballroom 1, Level 2, InterContinental Kuala Lumpur, 165, Jalan Ampang, 50450 Kuala Lumpur, on Friday, 18 April 2014 at 9.30 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF CONTINENTAL RESOURCES SDN BHD ("CRSB"), COMPRISING 1,800,000 ORDINARY SHARES OF RM1.00 EACH IN CRSB, FOR A PURCHASE CONSIDERATION OF RM42.0 MILLION TO BE SATISFIED VIA THE ISSUANCE OF 20,000,000 NEW ORDINARY SHARES OF RM0.50 EACH IN CIH ("CIH SHARES") AT AN ISSUE PRICE OF RM1.10 PER CIH SHARE AND THE REMAINING RM20.0 MILLION IN CASH ("PROPOSED ACQUISITION")

"THAT subject to the approvals and/or consents of all relevant regulatory authorities and/or parties (where required) being obtained, approval be and is hereby given for the Company to acquire 1,800,000 ordinary shares of RM1.00 each in CRSB, representing the entire issued and paid-up share capital of CRSB, from Lee Cheang Mei and Fung Heen Choon (collectively to be referred to as the "**Vendors**") for a purchase consideration of RM42.0 million ("**Purchase Consideration**") to be satisfied via the issuance of 20,000,000 new CIH Shares at an issue price of RM1.10 per CIH Share ("**Consideration Shares**") and the remaining RM20.0 million in cash, subject to the terms and conditions stipulated in the conditional share sale and purchase agreement dated 3 April 2013 between the Company and the Vendors in relation to the Proposed Acquisition;

AND THAT the Board of Directors of CIH ("**Board**") be and is hereby authorised to do all acts, deeds and things as it may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Acquisition with full power to assent to any conditions, modifications, variations and/or amendments as may be required, at its discretion and/or imposed or required by the relevant authorities and/or parties and to execute, sign and deliver all such documents and/or agreements with any party or parties, and to take all such steps for and on behalf of the Company as it may be deemed fit, necessary, expedient and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed Acquisition, including the issuance of the Consideration Shares as part satisfaction of the Purchase Consideration."

BY ORDER OF THE BOARD

CHIN NGEOK MUI (MAICSA 7003178)

AZLAN BIN AHMAD (LS 0009209)

Company Secretaries

Kuala Lumpur

3 April 2014

Notes:

1. For the purpose of determining a member who shall be entitled to attend the EGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 57(2) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 10 April 2014. Only a member whose name appears in the Record of Depositors as at 10 April 2014 shall be entitled to attend the EGM and to speak and vote thereat.
2. A member of the Company who is entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote in his/her stead. Where a member appoints two or more proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
3. A proxy need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM.
4. The instrument appointing a proxy shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under its common seal or under the hand of its officer or its duly authorised attorney.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one 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. Where a member of the Company 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholders represented by each proxy is specified.
7. To be valid, the Form of Proxy must be completed, signed and deposited at the Company's registered office at Suite A-11-1, Level 11, Hampshire Place Office, 157 Hampshire, No. 1, Jalan Mayang Sari, 50450 Kuala Lumpur, not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof.