

NOTICE OF THIRTY-SIXTH ANNUAL GENERAL MEETING

C.I. HOLDINGS BERHAD
37918-A



NOTICE IS HEREBY GIVEN THAT the Thirty-Sixth Annual General Meeting of the Company will be held at Ballroom 1, Level 2, InterContinental Kuala Lumpur, 165, Jalan Ampang, 50450 Kuala Lumpur on Friday, 7 November 2014 at 9:30 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2014 together with the Directors' and Auditors' Reports thereon. *Please refer Explanatory Note 1 Ordinary Resolution 1*
2. To approve the payment of Directors' fees of RM105,000 for the financial year ended 30 June 2014. *Ordinary Resolution 2*
3. To re-elect the following Directors, who retire by rotation in accordance with Article 92 of the Company's Articles of Association:-
 - (i) YB Datuk Johari Bin Abdul Ghani *Ordinary Resolution 3*
 - (ii) Datin Mariam Prudence Binti Yusof *Ordinary Resolution 4*
 - (iii) Mr. Kasinathan A/L Tulasi *Ordinary Resolution 5*
4. To re-elect Mr. Fung Heen Choon, who was appointed during the year and retires in accordance with Article 98 of the Company's Articles of Association. *Ordinary Resolution 6*
5. To re-appoint Tan Sri Dato' Seri Abdul Ghani bin Abdul Aziz, who was of seventy years of age in accordance to Section 129(6) of the Companies Act, 1965 to hold office until the conclusion of the next Annual General Meeting. *Ordinary Resolution 7*
6. To re-appoint Messrs BDO as auditors of the Company and to authorise the Directors to fix their remuneration for the ensuing year. *Ordinary Resolution 7*

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012:-

7. Continuing in Office as Independent Non-Executive Directors
 - 7.1 "THAT approval be and is hereby given to Tan Sri Dato' Seri Abdul Ghani Bin Abdul Aziz who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." *Ordinary Resolution 8*
 - 7.2 "THAT approval be and is hereby given to Encik Nor Hishammuddin Bin Dato' Mohd Nordin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." *Ordinary Resolution 9*

ANY OTHER BUSINESS

8. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

BY ORDER OF THE BOARD

C.I. HOLDINGS BERHAD

AZLAN BIN AHMAD (LS 0009209)
CHIN NGEOK MUI (MAICSA 7003178)
Company Secretaries

Kuala Lumpur
Date: 9 October 2014

NOTES:

1. For the purpose of determining a member who shall be entitled to attend the Meeting, 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 3 November 2014. Only a member whose name appears in the Record of Depositors as at 3 November 2014 shall be entitled to attend the Meeting and to speak and vote thereat.
2. A member of the Company who is entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. 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 Meeting shall have the same rights as the member to speak at the Meeting.
3. A member of the Company may appoint a proxy or proxies to attend the Meeting. Where a member appoints two or more proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
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 shareholdings 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 meeting or adjourned meeting.

EXPLANATORY NOTES TO THE AGENDA:

Item 1 of the Agenda

This item of the Agenda is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

Item 7.1 of the Agenda

The Nomination Committee has assessed the independence of Tan Sri Dato' Seri Abdul Ghani Bin Abdul Aziz, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and the Board, upon the Nomination Committee's recommendation, had recommended for shareholders' approval for him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- (a) He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore would be able to function as a check and balance and bring an element of objectivity to the Board of Directors.
- (b) He understands the main drivers of the business in a detailed manner.
- (c) He consistently challenged management in an effective and constructive manner.
- (d) He actively participated in board discussion and provided an independent voice on the board.

Item 7.2 of the Agenda

The Nomination Committee has assessed the independence of Encik Nor Hishammuddin Bin Dato' Mohd Nordin who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and the Board, upon the Nomination Committee's recommendation, had recommended for shareholders' approval for him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- (a) He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore would be able to function as a check and balance and bring an element of objectivity to the Board of Directors.
- (b) He has vast experience in the legal field and was able to provide constructive and independent judgment from the legal perspective of the business.
- (c) He consistently challenged management in an effective and constructive manner.
- (d) He actively participated in board discussion and provided an independent voice on the board.