

NOTICE OF THIRTY-FOURTH ANNUAL GENERAL MEETING

C.I. HOLDINGS BERHAD
37918-A



NOTICE IS HEREBY GIVEN THAT the Thirty-Fourth Annual General Meeting of the Company will be held at A-LG-1, Lower Ground Floor, Hampshire Place Office, 157 Hampshire, No. 1, Jalan Mayang Sari, 50450 Kuala Lumpur on Wednesday, 31 October 2012 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 2012 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' fees of RM165,000.00 for the financial year ended 30 June 2012.
3. To re-elect the following Directors who retire in accordance with Article 92 of the Company's Articles of Association:
 - (i) Ms. Tee Bee Tein
 - (ii) Datuk Wira Syed Ali Bin Tan Sri Syed Abbas Alhabshee
4. To re-appoint Messrs BDO as auditors of the Company and to authorise the Directors to fix their remuneration for the ensuing year.

Please refer to
Explanatory Note 1
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 pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 to retain the following directors, who have served the Company as board members for a cumulative term of more than nine years, in the capacity as independent directors:

5. Continuing in Office as Independent Non-Executive Directors

- 51 "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."
- 52 "THAT approval be and is hereby given to Datuk Wira Syed Ali Bin Tan Sri Syed Abbas Alhabshee 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."
- 53 "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 5
Ordinary Resolution 6
Ordinary Resolution 7

6. Special Resolution

- Proposed Amendments to the Company's Article of Association THAT the Articles of Association of the Company be amended as follows:
 - (i) Inclusion of the following new definitions under Article 2:

Special Resolution

Words	Meanings
"Omnibus Account"	An account in which securities are held for two or more beneficial owners.
"Exempt Authorised Nominee"	An authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.

- (ii) Amendments to Article 73 as follows:

Article 73 – Votes for Members

Subject to Article 57 and any rights or restrictions for the time being attached to any class or classes of shares, at meeting of Members or classes of Members, each Member shall be entitled to vote in person or by proxy or duly authorised representative or by attorney and on a show of hands at any general meetings in respect of any share or shares upon which all calls due to the Company have been paid. Every person present and entitled to vote who is a Member, which shall include a holder of ordinary shares or preference shares (as the case may permit) or representative or attorney or proxy of a Member shall have one (1) vote, and on a poll every Member present in person or by proxy or other duly authorised representative shall have one (1) vote for each share he holds. A proxy or attorney need not be a member of the Company and shall be entitled to vote on a show of hands at any General Meeting. The Proxy shall also have the same rights as the Member to speak at any General Meeting.

- (iii) Insertion of a new Article 76(4) immediately after Article 76(3) to read as follows:

Article 76(4) – Proxy of an Exempt Authorised Nominee

Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company in an Omnibus Account, such Exempt Authorised Nominee may appoint multiple proxies in respect of each Omnibus Account it holds.

The appointment of multiple proxies by the Exempt Authorised Nominee shall not be valid unless the Exempt Authorised Nominee specifies the proportion of its shareholdings to be represented by each proxy it has appointed.

AND THAT the Directors of the Company be and are hereby authorised to carry out all the necessary formalities in effecting the amendments to the Articles of Association of the Company, with full power to assent to any condition, modification, variation and/or amendments in any manner as may be required by Bursa Malaysia Securities Berhad."

Any Other Business

7. 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: 3 October 2012

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 24 October 2012. Only a member whose name appears in the Record of Depositors as at 24 October 2012 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 one or more than one proxy 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.
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 5.1 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 recommended 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 5.2 of the Agenda

The Nomination Committee has assessed the independence of Datuk Wira Syed Ali Bin Tan Sri Syed Abbas Alhabshee, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended 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 a diverse range of businesses which enable him to provide constructive and independent judgment for the best interest of the Company.
- (c) He challenged management in an effective and constructive manner.
- (d) He actively participated in board discussion and provided an independent voice on the board.

Item 5.3 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 recommended 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.

Item 6 of the Agenda

The proposed amendments to the Articles of Association of the Company are to conform with the recent amendments to Chapter 7 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad in relation to the appointment of multiple proxies by an Exempt Authorised Nominee, no restriction on proxy's qualification and to accord proxies the same rights as members to speak at general meeting.