NOTICE OF ANNUAL GENERAL MEETING

Appendix I

No.

2

Referred to in the Notice of 45th Annual General Meeting

Existing Articles

NOTICE IS HEREBY GIVEN THAT the 45th Annual General Meeting of the Company will be held at Concorde Ballroom 1, Lobby Level, Concorde Hotel. Jalan Sultan Ismail, 50250 Kuala Lumpur on Friday, 19 April 2013 at 9.00 a.m., for the following purposes

Agenda

- 1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and the Auditors thereon **Resolution 1** To approve the payment of Directors' fees of up to RM341,000 for the financial year ending 31 December 2013 (2012: RM344,000) 2.
- Resolution 2 To re-elect Datuk Syed Tamim Ansari bin Syed Mohamed, who is retiring pursuant to Article 98 of the Articles of Association of the 3
- **Resolution 3** Company. To consider and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965: "THAT Tan Sri Dato' Sulaiman bin Sujak who is over the age of seventy years and retiring in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed a Director of the Company and to hold office until the next Annual General 4
- Resolution 4 Meetina."
- To re-appoint Messrs. PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration. **Resolution 5** 6 To transact any other business of which due notice shall be given.

As Special Business:

To consider and if thought fit, to pass the following resolutions with or without modifications:

Ordinary Resolution Ordinary Resolution To consider and if thought fit, to pass the following resolution in accordance with Recommendation 3.3 of the Malaysian

Code on Corporate Governance 2012 "THAT Tan Sri Dato' Sulaiman bin Sujak who has served the Board as an Independent Non-Executive Director of the Company for a term of nine years since 24 February 2003 be and is hereby retained as an Independent Non-Executive Director of the Company. Resolution 6

8. Ordinary Resolution

Authority to issue new ordinary shares pursuant to Section 132D of the Companies Act, 1965 ("the Act") "THAT, pursuant to Section 132D of the Act and the Articles of Association of the Company and subject to the approvals from Bursa Malavsia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Section 132D of the Act to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate nominal value of shares to be issued during the preceding 12 months does not exceed 10% of the nominal value of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad." **Resolution 7**

9. Ordinary Resolution

Authority for the Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties ("RRPT") under Paragraphs 2.3.1 and 2.3.2 of the Circular to Shareholders dated 28 March 2013 ("Circular")

- "THAT, subject to the Act and Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby (i) given to the Company and its subsidiary companies to renew the proposed shareholders' mandate for RRPT which are necessary for the day-to-day operations and not more favourable to the related parties than those generally available to the public ("Proposed Shareholders' Mandate') and are not to the detriment of the minority shareholders as set out in Paragraphs 2.3.1 and 2.3.2 of the Circular and that the authority conferred by this resolution shall take effect immediately upon the passing of this resolution;
- (ii) THAT such Proposed Shareholders' Mandate is subject to annual renewal and such approval shall continue to be in force until the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting, at which time it will (a) lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next Annual General Meeting after the date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or (b) (c) revoked or varied by resolution passed by the shareholders in general meeting;

never is the earlier;

- (iii) THAT the Directors of the Company be and are hereby 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 renewal and the extension of the scope of the Proposed Shareholders' Mandate;
- THAT the estimates given of the RRPT specified in Paragraph 2.3.2 of the Circular being provisional in nature be accepted and that, the Directors and/or any of them be and are hereby authorised to agree to the actual amounts thereof provided always that such amount or amounts comply with the procedures set out in Paragraph 2.4 of the Circular; and (iv)
- THAT the aggregate value of the transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year be disclosed in the annual report in accordance with Bursa Malaysia Securities Berhad Main Market Listing Requirements. (v) **Resolution 8**

10. Special Resolution

Proposed Amendments to the Articles of Association of the Company
 "THAT alterations, modifications, additions or deletions to the Articles of Associations of the Company contained in Appendix I be and

are hereby approved." By Order of the Board

Yeap Kok Leong (MAICSA No. 0862549)

Oh Swee Chin (MAICSA No. 7055178) Company Secretaries

Kuala Lumpur

Dated: 28 March 2013

Notes:

- 1. A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or in the case of a corporation, to appoint a representative to attend and vote in his place. A proxy need not be a Member of the Company and a Member may appoint any person to be his proxy without any limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- 2. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised.
- In the event the Member duly executes the Proxy Form but does not name any proxy, such Member shall be deemed to have appointed the Chairman of eeting as his proxy
- 4. Any alterations in the Proxy Form must be initialled.
- 5. To be valid, the Proxy Form duly completed must be deposited at the Share Registrar of the Company at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- 6. Where a Member is an authorised 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.
- 7. 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.
- omnibus account it holds.
 8. For the purpose of determining a Member who shall be entitled to attend the 45th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 58(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositor as at 11 April 2013. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend and/ or vote in his stead.

Explanatory Notes on Ordinary Busin

1. <u>Proposed Resolution 2</u> <u>Approval for Directors' Fees</u>

Approval for Directors' lees Directors' fees approved for the financial year ended 31 December 2012 was RM344,000. The actual Directors' fees for Non-Executive Directors paid during the financial year 2012 was RM341,000. The Directors' fees proposed for the financial year 2013 and Sate 2013 are calculated based on the number of scheduled Board and Committee meetings for 2013 and assuming that all Non-Executive Directors will hold office until the end of the financial year. This resolution is to facilitate payment of Directors' fees proposed is number of schedules of the event the Directors' fees proposed is insufficient of a due to more meetings or ealercer Board sized approval will be such that (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

Explanatory Notes on Special Business:

Proposed Resolution 6 Retention of Tan Sri Dato' Sulaiman bin Sujak as Independent Non-Executive Director in accordance with the Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012

Resolution 9

The Board strongly believes that a director's independence cannot be determined arbitrarily with reference to a set period of time. CCB benefits from long serving directors, such as Tan Sri Dato' Sulaiman bin Sujak, with detailed knowledge of the business and have proven commitment, experience and competence to effectively advise and oversee Management. To be identified as independent a director must be independent in character and judgement, independent of management and free from any relationships or circumstances (as set out in Chapter 1 of the Listing Requirements) which are likely to affect or could appear to affect their judgement to ensure their allegiance remains aligned with shareholders. This has been assessed by the Board to be the case in Tan Sri Dato' Sulaiman bin Sujak's case, and supported by the Director's own declaration.

Supported by the Director's own declaration. Tan Sri Dato' Sulaiman bin Sujak as the Chairman of CCB's Nominat Committee had abstained from deliberations or voting pertaining to his o independence at the Nominating Committee and Board levels.

Proposed Resolution 7 Approval for Issuance of New Ordinary Shares Pursuant to Section 132D of the Act

the Act The Proposed Resolution 7 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total ten per cent (10%) of the nominal value of the issued and paid up Share Capital (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the interest of the Company.

be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting. The General Mandate will provide flexibility to the Company for issuance of shares for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investment project(s), working capital, acquisition(s) or such other applications that the Directors may in their absolute discretion deemed fit.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the 44th Annual General Meeting. The Company did not issue any shares pursuant to the mandate granted because there were no investment(s), acquisition(s) or working capital that required fund raising activity.

Proposed Resolution 8 Proposed Shareholders' Mandate for Recurrent Related Party Transactions

Proposed Shareholders Maindale for Heddrift Healard Party Transactions of a Revenue or Trading Nature For further information on Proposed Resolution 8, please refer to Circular to Shareholders dated 28 March 2013 accompanying the Company's Annual Report for the year ended 31 December 2012. 4. Proposed Resolution 9

Proposed Amendments to the Articles of Association of the Company

The proposed amendments of Articles of Association are in compliance with the enhancements issued by Bursa Malaysia Securities Berhad amending certain provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

Word Meaning Word Meaning Approved A stock exchange which is specified Approved Deleted to be an approved market place in the Securities Industry (Central Depositories) Exemption (No. 2) Order, 1998. market place harket place N/A Dividend Means a scheme which enables N/A Reinvestment members to reinvest cash Scheme dividend into new shares. 7(a) no Director shall participate in a share scheme for employees 7(a) no Director shall participate in a share issuance scheme unless shareholders in General Meeting have approved of unless shareholders in General Meeting have approved the the specific allotments to be made to such Director; specific allotments to be made to such Director; 30A In the event that 30A In the event that: (a) the securities of the Company are listed on an Approved (a) the securities of the Company are listed on **other stock** Market Place: and exchange: and (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section Securities Industry (Central Depositories)(Amendment) 29 of the Securities Industry (Central Depositories) (No.2) Act, 1998, as the case may be, under the Rules in respect of such securities, (Amendment) Act, 1998, as the case may be, under the Rules in respect of such securities, the Company shall, upon the request of a securities holder, the Company shall, upon the request of a securities holder, permit a transmission of securities held by such securities permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the <u>Approved</u> holder from the register of holders maintained by the registrar of the Company in the jurisdiction of the **other** Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to stock exchange (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the Company in Malaysia (hereinafter referred to as "the Malaysian Register") provided that there shall be no as "the Malaysian Register") provided that there shall be no change in ownership of such securities. change in ownership of such securities. 40. A share so forfeited or surrendered shall become the A share so forfeited or surrendered shall become the 40. property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, the Directors may, if necessary, authorise some person to transfer a forfeited or think fit. To give effect to any such sale, the Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such person as aforesaid. If surrendered share to any such person as aforesaid. any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors. administrators or assignees or as he directs. 82. Notes: 82. Notes: (1) A Member of the Company entitled to attend and vote at (1) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or in the case of a corporation, to appoint a representative to attend and vote in his place. A proxy need not be a Member of the meeting is entitled to appoint a proxy or in the case of a corporation, to appoint a representative to attend and vote in his place. A proxy need not be a Member of the Company and a Member may appoint any person the Company and a Member shall appoint not more to be his proxy without any limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the than two proxies to attend and vote at the same meeting and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. Where a Member Company. appoints two proxies the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting Company shall have the same rights as the Member to speak at the meeting. (2) The Form of Proxy must be signed by the appointor or (2) The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing or if the appointer of is a corporation either under common seal or under the hand of an attorney or an officer duly authorised. his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised. (3) In the event the Member duly executes the Form of (3) In the event the Member duly executes the Form of Proxy but does not name any proxy, such Member Proxy but does not name any proxy, such Member shall be deemed to have appointed the Chairman of the shall be deemed to have appointed the Chairman of the meeting as his proxy. meeting as his proxy. (4) Any alterations in the Form of Proxy must be initialled. (4) Any alterations in the Form of Proxy must be initialled. (5) To be valid, the Form of Proxy duly completed must be (5) To be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company at (address), not less than 48 hours before the time for deposited at the Registered Office of the Company at (address), not less than 48 hours before the time for holding the meeting or adjourned meeting. holding the meeting or adjourned meeting.

The Company proposes to implement the amendments to the Articles of Association of the Company (for which differences are underlined

No.

and highlighted in bold below under the columns "Existing Articles" and "Amended Articles" respectively).

(6) Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint <u>at least one (1) proxy</u> in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

N/A

N/A

N/A

Subject to the approval being obtained from Subject to the approval being obtained from the members of the Company and the Listing Requirements, the Company may issue shares pursuant to a Dividend Reinvestment Scheme to all its Members who are entitled to dividend in accordance with the provisions of the Act and any rules, regulations and guidelines there under or issued by the Exchange and any other relevant authorities in respect thereof.

(6) Where a Member is an authorised nominee as defined

under the Securities Industry (Central Depositories) Act 1991, it may appoint **not more than two (2) proxies** in

respect of each Securities Account it holds with ordinary

shares of the Company standing to the credit of the said

(7) Where a Member of the Company is an exempt

authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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

(8) An exempt authorised nominee refers to an

authorised nominee defined under the Securities

Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

Securities Account.

136A



Amended Articles