



CAHYA MATA SARAWAK
CAHYA MATA SARAWAK BERHAD
(Company No. 21076-T)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Eighth Annual General Meeting of the Company will be held at **Colosseum 1, Pullman Hotel, 1A, Jalan Mathies, 93100 Kuching, Sarawak on Wednesday, 22 May 2013 at 11:00 a.m.** for the following purposes:

1. To receive the Audited Financial Statements for the year ended 31 December 2012 and the Reports of the Directors and Auditors thereon.
(**Ordinary Resolution 1**)
2. To approve the payment of a final dividend of 12 sen gross per share less income tax of 25% for the financial year ended 31 December 2012.
(**Ordinary Resolution 2**)
3. To re-elect the following Directors who retire pursuant to Article 110 of the Company's Articles of Association:-
 - a) YBhg Datuk Syed Ahmad Alwee Alsree (**Ordinary Resolution 3**)
 - b) YBhg Dato' Richard Alexander John Curtis (**Ordinary Resolution 4**)
 - c) YBhg Mr Kevin How Kow (**Ordinary Resolution 5**)
4. To re-elect YBhg Datu Hubert Thian Chong Hui who retires pursuant to Article 112 of the Company's Articles of Association.
(**Ordinary Resolution 6**)
5. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129(6) of the Companies Act, 1965:-
 - a) "THAT YBhg Datu Michael Ting Kuok Ngie @ Ting Kok Ngie, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting."
(**Ordinary Resolution 7**)
6. To approve the payment of Directors' fees amounting to RM 447,000 for the financial year ended 31 December 2012.
(**Ordinary Resolution 8**)
7. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (**Ordinary Resolution 9**)

AS SPECIAL BUSINESS

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

8. **Proposed Retention of Independent Director**
"THAT subject to the passing of Ordinary Resolution 5, approval be and is hereby given to YBhg Mr Kevin How Kow 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 pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012."
(**Ordinary Resolution 10**)
9. **Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965**
"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time 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 issued does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
(**Ordinary Resolution 11**)
10. **Proposed renewal of Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature and new Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate for RRPT")**
"THAT, subject always to the Main Market Listing Requirements of Bursa Securities Malaysia Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in Part A of the Circular to Shareholders dated 30 April 2013 ("Circular") which are necessary for the CMS Group's day to day operations subject to the following:-
 - (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of minority shareholders; and
 - (b) disclosure of the aggregate value of recurrent transactions conducted pursuant to the Proposed Shareholders' Mandate for RRPT will be disclosed in the Annual Report for the said financial year AND that such approval shall continue to be in force until:-
 - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at a general meeting the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend as may be allowed pursuant to Section 143(2) of the Act); or
 - (iii) revoked or varied by resolution passed by the shareholders in a general meeting,whichever is earlier.AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for RRPT. AND THAT the estimated value given on the recurrent related party transactions specified in Section 2.1.4 of the Circular being provisional in nature, the Directors of the Company be hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review procedures set out in Section 2.1.8 of the Circular."
(**Ordinary Resolution 12**)
11. **Proposed Renewal of Shareholders' Mandate in respect of the Authority for Purchase by the Company of its Own Shares ("Proposed Share Buy-Back")**
"THAT subject to Section 67A of the Companies Act, 1965, provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to renew the approval granted by the shareholders of the Company at the Extraordinary General Meeting of the Company held on 30 May 2012, authorising the Directors of the Company to exercise the power of the Company to purchase such amount of ordinary shares of RM1.00 each in the Company from time to time through Bursa Securities subject further to the following:-
 - (i) the aggregate number of shares purchased does not exceed 10% of the total issued and paid-up ordinary share capital of the Company ("Purchased Shares") at the point of purchase;
 - (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the Purchased Shares shall not exceed the total retained

- (iii) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until;
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company;
 - (b) the expiration of the period within the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 but shall not extend to such extent as may be allowed pursuant to Section 143(2) of the Companies Act, 1965;
 - (c) revoked or varied by a resolution passed by the shareholders in general meeting,whichever is earlier.
- (iv) Upon the completion of the purchase(s) of the Purchased Shares, the Directors of the Company be and are hereby authorised to deal with the Purchased Shares in the following manner:-
 - (a) to cancel the Purchased Shares so purchased; or
 - (b) to retain the Purchased Shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; or
 - (c) to retain part of the Purchased Shares so purchased as treasury shares and cancel the remainder; or
 - (d) to deal in such other manner as Bursa Securities and such other relevant authorities may allow from time to time.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with fullest power to do all such acts and things thereafter as the Directors may deem fit and expedient in the best interest of the Company."
(**Ordinary Resolution 13**)

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that the final dividend of 12 sen gross per share less 25% tax for the financial year ended 31 December 2012, if approved at the above Annual General Meeting, will be paid on 21 June 2013 to Depositors whose names appear in the Record of Depositors on 7 June 2013.
A Depositor shall qualify for entitlement only in respect of:-

- a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 7 June 2013 in respect of transfers;
- b) Shares bought on Bursa Malaysia on a cum entitlement basis according to the Rules of Bursa Malaysia.

By Order of the Board

DENISE KOO SWEE PHENG
Group Company Secretary

Kuching, Sarawak
30 April 2013

NOTES:

1. Only depositors whose names appear in the Record of Depositors as at 15 May 2013 be regarded as members and entitled to attend, speak and vote at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy (or in the case of a corporation, a duly authorised representative) to vote in his stead. If the proxy is not a member, he shall be any person and there shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint a proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 6, Wisma Mahmud, Jalan Sungai Sarawak, 93100 Kuching, Sarawak not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. **Proposed Retention of Independent Director**
In line with the Malaysian Code on Corporate Governance 2012, the Nomination & Remuneration Committee has assessed the independence of YBhg Mr Kevin How Kow, who has served for a cumulative term of more than nine years and the Board has recommended that the approval of the shareholders be sought to re-appoint Mr Kevin How Kow as an Independent Non-Executive Director to fulfil the requirements of Paragraph 15.10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The full details of the justification and recommendations for retention are set out in the Statement of Corporate Governance in the Annual Report 2012 on pages 40 to 41.
2. **Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965**
The proposed Ordinary Resolution 11, if passed, would authorise the Directors to issue and allot shares up to an aggregate amount not exceeding 10% of the issued and paid-up capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. The purpose for the renewal of a general mandate is to avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investment projects, additional working capital and/or acquisitions.
This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company.
As at the date of this Notice, no new shares were issued pursuant to the mandate granted to the Directors at the Thirty-Seventh Annual General Meeting held on 30 May 2012 and which will lapse at the conclusion of the forthcoming Thirty-Eighth Annual General Meeting.
3. **Proposed Shareholders' Mandate for RRPT**
The proposed Ordinary Resolution 12, if passed, will allow the CMS Group to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Circular to Shareholders dated 30 April 2013 for further information.
4. **Proposed Share Buy-Back**
The proposed Ordinary Resolution 13, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company. The mandate shall continue to be in force until the date of the next Annual General Meeting of the Company unless earlier revoked or varied by ordinary resolution of the Company in a general meeting and is subject to annual renewal. Please refer to the Circular to Shareholders dated 30 April 2013 for further information.