



BINTANG

**CYCLE & CARRIAGE BINTANG BERHAD (7378-D)**  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 46th Annual General Meeting of the Company will be held at Concorde Ballroom 1, Lobby Level, Concorde Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur on Wednesday, 23 April 2014 at 9.00 a.m., for the following purposes:

**AGENDA**

**As Ordinary Business:**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and the Auditors thereon. Resolution 1
2. To approve the payment of Directors' fees of up to RM341,000 for the financial year ending 31 December 2014 (2013: RM341,000). Resolution 2
3. To re-elect Vimala A/P V.R. Menon, who is retiring pursuant to Article 98 of the Articles of Association of the Company. Resolution 3
4. To re-elect Haslam Grey Preston, who is retiring pursuant to Article 103 of the Articles of Association of the Company. Resolution 4
5. To consider and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965: Resolution 5  
"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 Meeting."
6. To re-appoint Messrs. PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration. Resolution 6
7. 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:

8. **Ordinary Resolution** Resolution 7  
**To consider and if thought fit, to retain Tan Sri Dato' Sulaiman bin Sujak as Independent Non-Executive Director 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 cumulative term of more than nine years since 24 February 2003 be and is hereby retained as an Independent Non-Executive Director of the Company."
9. **Ordinary Resolution** Resolution 8  
**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 Malaysia 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."
10. **Ordinary Resolution** Resolution 9  
**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 2014 ("Circular")**  
(i) "THAT subject to the Act and Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby 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:  
(a) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;  
(b) 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  
(c) revoked or varied by resolution passed by the shareholders in general meeting; whichever 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;  
(iv) 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  
(v) 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."

By Order of the Board

**Yeap Kok Leong** (MAICSA No. 0862549)

**Oh Swee Chin** (MAICSA No. 7055178)

Company Secretaries

Kuala Lumpur

Dated: 28 March 2014

**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 shall appoint not more than two (2) proxies to attend and vote at the same meeting and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) 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 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.
3. 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 the meeting 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 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 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 (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.

9. For the purpose of determining a Member who shall be entitled to attend the 46th 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 SICDA to issue a General Meeting Record of Depositor as at 15 April 2014. 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 Business:**

1. **Proposed Resolution 2 Approval for Directors' Fees**  
Directors' fees approved for the financial year ended 31 December 2013 was RM341,000. The actual Directors' fees for Non-Executive Directors paid during the financial year 2013 was RM338,000. The Directors' fees proposed for the financial year ending 31 December 2014 are calculated based on the number of scheduled Board and Committee meetings for 2014 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 on current financial year basis. In the event the Directors' fees proposed is insufficient (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:**

1. **Proposed Resolution 7 Retention of Tan Sri Dato' Sulaiman bin Sujak as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance 2012**  
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 with 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.

Tan Sri Dato' Sulaiman bin Sujak as the Chairman of CCB's Nomination Committee had abstained from deliberations or voting pertaining to his own independence at the Nomination Committee and Board levels.

**2. Proposed Resolution 8 Approval for Issuance of New Ordinary Shares Pursuant to Section 132D of the Act**

The Proposed Resolution 8 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.

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 to 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 45th 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.

**3. Proposed Resolution 9 Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

For further information on Proposed Resolution 9, please refer to Circular to Shareholders dated 28 March 2014 accompanying the Company's Annual Report for the year ended 31 December 2013.