



CAHYA MATA SARAWAK

CAHYA MATA SARAWAK BERHAD

(Company No. 21076-T)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Cahya Mata Sarawak Berhad ("CMSB" or the "Company") will be held at Meeting Room 14, Borneo Convention Centre Kuching, The Isthmus, Sejingkat, 93050, Kuching, Sarawak on Thursday, 15 May 2014 at 12:00 noon or immediately following the conclusion or adjournment (as the case may be) of the Company's 39th Annual General Meeting which will be held at 11:00 a.m. on the same day and at the same venue for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

SPECIAL RESOLUTION NO. 1

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF CAHYA MATA SARAWAK BERHAD TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED SUBDIVISION ("PROPOSED AMENDMENTS")

*That subject to the passing of the Ordinary Resolution No. 1, the existing Clause 5 of the Memorandum of Association of the Company and the existing Clause 2 of the Articles of Association of the Company be amended to as follows:-

Existing Clause 5 of the Memorandum of Association	Proposed Clause 5 of the Memorandum of Association
The authorised capital of the Company is RM1,000,000,400.00 divided into 1,000,000,000 ordinary shares of RM1.00 each and 400 non-convertible redeemable preference shares of RM1.00 each with such rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1965 (or any statutory modification or re-enactment thereof for the time being in force) or provided for by the Articles of Association of the Company for the time being.	The authorised capital of the Company is RM1,000,000,400.00 divided into 2,000,000,000 ordinary shares of RM0.50 each and 800 non-convertible redeemable preference shares of RM0.50 each with such rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1965 (or any statutory modification or re-enactment thereof for the time being in force) or provided for by the Articles of Association of the Company for the time being.

Existing Clause 2 of the Articles of Association	Proposed Clause 2 of the Articles of Association
The authorised capital of the Company is RM1,000,000,400.00 divided into 1,000,000,000 ordinary shares of RM1.00 each and 400 non-convertible redeemable preference shares of RM1.00 each with such rights, privileges and conditions attached thereto as are provided by these Articles with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with these Articles and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1965 (or any statutory modification or re-enactment thereof for the time being in force) or provided for by these Articles.	The authorised capital of the Company is RM1,000,000,400.00 divided into 2,000,000,000 ordinary shares of RM0.50 each and 800 non-convertible redeemable preference shares of RM0.50 each with such rights, privileges and conditions attached thereto as are provided by these Articles with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with these Articles and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1965 (or any statutory modification or re-enactment thereof for the time being in force) or provided for by these Articles.

ORDINARY RESOLUTION NO. 1

PROPOSED SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH ("SHARE(S)") INTO TWO (2) ORDINARY SHARES OF RM0.50 EACH ("SUBDIVIDED SHARE(S)") AND EVERY ONE (1) EXISTING NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARE OF RM1.00 EACH ("PREFERENCE SHARE(S)") INTO TWO (2) NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RM0.50 EACH ("SUBDIVIDED PREFERENCE SHARE(S)") HELD IN CMSB AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED SUBDIVISION")

*THAT subject to the passing of the Special Resolution No. 1 as well as the approval of all relevant regulatory authorities for the listing and quotation of the Subdivided Shares, approval be and is hereby given to the Company for each of the Company's Shares to be subdivided into two (2) Subdivided Shares credited as fully paid up on the Entitlement Date,

THAT the Subdivided Shares shall, upon allotment and issue, rank *pari passu* in all respects with each other, save and except that they shall not be entitled to any dividends, rights, allotment and/or other distributions, which may be declared, made or paid to shareholders, the entitlement date of which precedes the date of allotment of the Subdivided Shares;

THAT on 26 February 2014, the Board of Directors ("Board") announced a proposed final tax exempt (single-tier) dividend of 12 sen per Share in respect of the financial year ended 31 December 2013 ("Proposed Dividend") to be tabled to shareholders for approval at the forthcoming 39th Annual General Meeting. The Proposed Dividend, if approved, will be paid on 20 June 2014 to shareholders whose names appear in the Record of Depositors of CMSB at the close of business on 6 June 2014;

THAT the Board intends to fix the Entitlement Date on a date after 6 June 2014 (being the entitlement date for the Proposed Dividend) and accordingly the Subdivided Shares shall not be entitled to the Proposed Dividend;

AND THAT the Board be and is hereby authorised to give effect to the Proposed Subdivision with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as it may deem necessary or expedient to implement, finalise and give full effect to the Proposed Subdivision."

ORDINARY RESOLUTION NO. 2

PROPOSED BONUS ISSUE OF UP TO 362,390,340 NEW SUBDIVIDED SHARES ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) SUBDIVIDED SHARES HELD AFTER THE PROPOSED SUBDIVISION ON THE ENTITLEMENT DATE ("PROPOSED BONUS ISSUE")

*THAT subject to the passing of the Special Resolution No. 1 and Ordinary Resolution No. 1 as well as the approval of all relevant regulatory authorities for the listing and quotation of the Bonus Shares, approval be and is hereby given to the Company to capitalise an amount of up to RM181,195,170 out of the share premium accounts of the Company and to apply the same for the purposes of issuing up to 362,390,340 Bonus Shares credited as fully paid-up to be issued to the entitled shareholders whose names appear in the Record of Depositors of the Company on the Entitlement Date on the basis of one (1) Bonus Share for every two (2) Subdivided Shares held after the Proposed Subdivision;

THAT fractional entitlements of the Bonus Shares, if any, will be disregarded and shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient in order to minimise the incidence of odd lots and to be in the best interests of the Company;

THAT the Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with each other and the Subdivided Shares, save and except that they shall not be entitled to any dividends (including the Proposed Dividend), rights, allotment and/or other distributions, which may be declared, made or paid to shareholders, the entitlement date of which precedes the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as it may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

By Order of the Board

DENISE KOO SWEE PHENG

Group Company Secretary

Kuching, Sarawak

22 April 2014

Notes:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.

Members entitled to Attend

For the purpose of attending a Member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 77A(2) of the Company's Articles of Association to issue a General Meeting Record of Depositors ("ROD") as at 8 May 2014. Only a Depositor whose name appears in the Register of Members/ROD as at 8 May 2014 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.