

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twelfth Annual General Meeting of **CWORKS SYSTEMS BERHAD** will be held at Redang Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Friday, **27<sup>th</sup> June 2014 at 9.00 a.m.** for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> December 2013 and the Directors' and Auditors' Reports thereon. **(Ordinary Resolution 1)**
2. To approve the payment of Directors' fees of RM306,000 in respect of the financial year ended 31<sup>st</sup> December 2013 (RM298,500 for 31<sup>st</sup> December 2012) which represents an increase from the previous year. **(Ordinary Resolution 2)**
3. To re-elect the following Directors who retire by rotation pursuant to Article 83 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
  - a) Abdul Rani bin Achmed Abdullah **(Ordinary Resolution 3)**
  - b) Abu Bakar Fikri bin Sulaiman **(Ordinary Resolution 4)**
  - c) Mohammed Ridzuan bin Nor Md **(Ordinary Resolution 5)**
4. To re-appoint Messrs STYL Associates as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

**AS SPECIAL BUSINESS**

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

5. **Proposed Retention of Independent Director**  
 "THAT Encik Ahmad Ruslan Zahari bin Zakaria be retained and remain as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012. **(Ordinary Resolution 7)**
6. **Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**  
 "THAT, pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company and the Directors be and are also empowered to obtain approval for the listing 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 8)**
7. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 1965.

By Order of the Board  
**CWORKS SYSTEMS BERHAD**

**WONG KEO ROU (MAICSA 7021435)**  
**LIM HUI LEE (MAICSA 7055378)**  
Company Secretaries

Kuala Lumpur  
5<sup>th</sup> June 2014

**Notes:-**

1. *A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.*
2. *To be valid, this form, duly completed must be deposited at the Office of the Company not less than 48 hours before the time for holding the meeting Provided That in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).*
3. *A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
4. *Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint only 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.*
5. *If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.*
6. *Where a Member 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. *In respect of deposited securities, only members whose names appear on the Record of Depositors on 23<sup>rd</sup> June 2014, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.*

**Explanatory Notes on Special Business:-**

1. **Proposed Retention as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012**  
 The proposed Ordinary Resolution 7, if passed will allow Encik Ahmad Ruslan Zahari bin Zakaria to be retained and continue to act as Independent Director. Encik Ahmad Ruslan Zahari bin Zakaria was appointed as Independent Non-Executive Director of the Company on 11<sup>th</sup> August 2004, and has served as a Director more than nine (9) years. He has met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements. Therefore, the Board considers him to be independent and believes that he should be retained as Independent Non-Executive Director.
2. **Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**  
 The proposed Ordinary Resolution 8, if passed, will renew the authority to empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company ("Renewed Mandate"). This Renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company.  
 As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 28<sup>th</sup> June 2013 and this general mandate will lapse at the conclusion of the Twelfth Annual General Meeting of the Company.  
 The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.