

**CAB CAKARAN CORPORATION BERHAD**

(Company No: 583661-W)

(Incorporated in Malaysia under the Companies Act 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of CAB Cakaran Corporation Berhad ("CAB" or "Company") will be held at the Conference Room, Third Floor, CAB Cakaran Corporation Berhad, Plot 21, Lorong Jelawat 4, Seberang Jaya Industrial Park, Seberang Jaya, 13700 Perai, Penang on Wednesday, 14 January 2015 at 9.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 65,889,550 WARRANTS ("WARRANT(S)") ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.50 EACH IN CAB ("CAB SHARES") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")

"**THAT**, subject to the passing of the Ordinary Resolution 2 and the Special Resolution and the approvals of all relevant authorities or parties being obtained, including but not limited to the approval of Bursa Malaysia Securities Berhad being obtained, the Board of Directors of CAB ("**Board**") be and is hereby authorized to allot and distribute 65,889,550 Warrants in registered form and constituted by a deed poll to be executed by the Company ("**Deed Poll**") , to all shareholders of the Company whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of one (1) Warrant for every two (2) CAB Shares held then by such shareholders;

THAT the Board be and is hereby authorised to issue such additional Warrants as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of CAB Shares arising from the exercise of the Warrants during the tenure of the Warrants in accordance with the terms and conditions of the Deed Poll;

THAT the Board be and is hereby authorised to deal with the fractional entitlements for the Warrants arising from the Proposed Bonus Issue of Warrants in such manner at their absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT such new CAB Shares to be issued arising from the exercise of Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing ordinary shares of the Company, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the date of allotment of the new CAB Shares to be issued arising from the exercise of the Warrants;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll upon the terms set out in the circular to the shareholders of the Company dated 23 December 2014 ("**Circular**") with the full power to assent to any conditions, variations, modifications and/or amendments as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the directors of the Company, and, subject to all provisions and adjustments contained in the Deed Poll, to assent to any modification and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full powers to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as they may deem fit and expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to give effect to the Proposed Bonus Issue of Warrants with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed by the relevant authorities and to take all steps as they may deem fit and expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF CAB FROM RM100,000,000 COMPRISING 200,000,000 CAB SHARES TO RM500,000,000 COMPRISING 1,000,000,000 CAB SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"**THAT**, subject to the passing of Ordinary Resolution 1 and the Special Resolution, the authorised share capital of CAB be and is hereby increased from RM100,000,000 comprising 200,000,000 CAB Shares to RM500,000,000 comprising 1,000,000,000 CAB Shares by the creation of an additional 800,000,000 new CAB Shares;

AND THAT the Board be and is hereby authorised to give effect to the Proposed Increase in Authorised Share Capital 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 Increase in Authorised Share Capital."

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF CAB ("PROPOSED AMENDMENT")

"**THAT** subject to the passing of Ordinary Resolution 1 and 2, the Memorandum of Association of the Company be amended as follows to facilitate the Proposed Increase in Authorised Share Capital:

Clause	Existing provision	Revised provision
Clause VI, Memorandum of Association	<p>The share capital of the Company prior to August 7, 2003 is RM100,000.00 divided into 100,000 shares of RM1.00 each. On August 7, 2003, the share capital of the Company has been sub-divided into 200,000 shares of RM0.50 each.</p> <p>As at August 8, 2003, the share capital of the Company has been increased to RM100,000,000.00 consisting of 200,000,000 shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.</p>	<p>The share capital of the Company prior to August 7, 2003 is RM100,000.00 divided into 100,000 shares of RM1.00 each. On August 7, 2003, the share capital of the Company has been sub-divided into 200,000 shares of RM0.50 each.</p> <p>As at August 8, 2003, the share capital of the Company has been increased to RM100,000,000.00 consisting of 200,000,000 shares of RM0.50 each.</p> <p>As at January 14, 2015, the share capital of the Company has been increased to RM500,000,000.00 consisting of 1,000,000,000 shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.</p>

AND THAT the Board be and is hereby authorised to give effect to the Proposed Amendment 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 Amendment."

By Order of the Board

Gunn Chit Geok (MAICSA 0673097)
Chew Siew Cheng (MAICSA 7019191)
Company Secretaries

Penang
23 December 2014

Notes:

- A Member of the Company entitled to attend and vote is entitled to appoint up to two (2) proxies to attend and vote in his place. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. If a Member appoints up to two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositors) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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.
- The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office at Suite 12-02, 12th Floor, Menara Zurich, 170, Jalan Argyll, 10050 Penang at least 48 hours before the time for holding the Meeting or any adjournments thereof.
- Only members registered in the Record of Depositors as at 7 January 2015 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his behalf.