

NOTICE OF TENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting ("10th AGM") of the Company will be held at Boardroom 4, Level 3, Eastin Hotel, 13, Jalan 16/11, Pusat Dagang Seksyen 16, 46350 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 21 April 2015 at 10:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 October 2014 together with the Reports of the Directors and the Auditors thereon. (Please refer to **Note 7**) (Resolution 1)
2. To approve the declaration and payment of a single tier final dividend of 5.00 sen per ordinary share for the financial year ended 31 October 2014. (Resolution 2)
3. To approve the payment of Directors' fees for the financial year ending 31 October 2015 and thereafter. (Resolution 3)
4. To re-elect Enck Hekhid bin Mahfidz, who is retiring in accordance with Article 84 of the Company's Articles of Association and being eligible, has offered himself for re-election. (Resolution 4)
5. To pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965 :- (Resolution 5)
- (a) "That Tan Sri Razali bin Ismail, who is retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting."
 - (b) "That Dato' Dr. Freezailah bin Che Yeom, who is retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting."
 - (c) "That Datuk Abdul Malek bin Abdul Aziz, who is retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting."
6. To re-appoint Messrs Mazors as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 7)

As Special Business

To consider and if thought fit, with or without any modification, to pass the following Special and Ordinary Resolutions:-

7. **ORDINARY RESOLUTION NO. 1** (Resolution 8)
- **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
- "THAT subject to the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature for the Company and/or its subsidiaries to enter into and to give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the Related Party as specified in Section 1.4 of the Circular/Statement to Shareholders dated 30 March 2015 provided that such transactions are:-
- (i) recurrent transactions of a revenue or trading nature;
 - (ii) necessary for the Company's day-to-day operations;
 - (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
 - (iv) not to the detriment of minority shareholders
- (the "Proposed Shareholders' Mandate");
- THAT the authority for the Proposed Shareholders' Mandate shall continue to be in force until the earlier of:-
- (i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next Annual General Meeting;
 - (ii) the expiration of the period within which the next Annual General Meeting is to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or
 - (iii) is revoked or varied by resolution passed by the shareholders in a general meeting before the next Annual General Meeting;

AND THAT the Directors of the Company be 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 Proposed Ratification and Proposed Shareholders' Mandate."

8. **ORDINARY RESOLUTION NO. 2** (Resolution 9)
- **PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**
- "THAT subject to the compliance with Section 67A of the Companies Act, 1965 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("Bursa Securities") as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing issued and paid-up ordinary share capital of the Company including the shares previously purchased and retained as Treasury Shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits and share premium account of the Company, upon such terms and conditions as set out in the Circular/Statement to Shareholders dated 30 March 2015.
- THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of Bursa Securities Main Market Listing Requirements and any other relevant authorities.
- THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Bursa Securities Main Market Listing Requirements and any other relevant authorities.
- AND THAT** authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company."

9. **ORDINARY RESOLUTION NO. 3** (Resolution 10)
- **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**
- "THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 to be issued does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and 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 commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

10. **SPECIAL RESOLUTION** (Resolution 11)
- **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AA AMENDMENTS")**
- "THAT the proposed amendments to the Articles of Association of the Company contained in the document marked as "Annexure A" which is circulated to the shareholders of the Company together with the Annual Report in respect of the financial year ended 31 October 2014 be and are hereby approved and adopted.
- AND THAT** the Directors and Secretaries of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed AA Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

11. **ORDINARY RESOLUTION NO. 4** (Resolution 12)
- **PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF THE COMPANY AND ITS SUBSIDIARIES**
- "THAT subject to the passing of the above Special Resolution and the approval of all the relevant authorities, including but not limited to, the approval of Bursa Malaysia Securities Berhad for the listing and quotation for the new ordinary shares of the Company to be issued hereunder, the Directors of the Company be and is hereby authorised to:
- (i) establish and administer a new ESOS of up to fifteen percent (15%) of the issued and paid-up share capital of the Company (excluding treasury shares) for the eligible employees and directors of the Company and its subsidiaries ("Proposed ESOS" or "Scheme"), to subscribe for new ordinary shares of RM0.50 each in the Company ("CRB Shares") at a predetermined price ("ESOS Options"), in accordance with the provisions of the by-laws governing the Proposed ESOS ("By-Laws"), as set out in Appendix I of the relevant Circular to Shareholders of the Company dated 30 March 2015 ("Circular"), the salient terms of which are set out in the Circular, and to give full effect to the Proposed ESOS with full power to assent to any condition, variation, modification and/or amendment as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities;
 - (ii) offer and grant ESOS Options under the Proposed ESOS to and allot and issue from time to time such number of new CRB Shares as may be required to be issued pursuant to the exercise of the ESOS Options under the Proposed ESOS provided that the total number of new CRB Shares to be issued under the Proposed ESOS shall not exceed 15% of the total issued and paid-up

share capital of the Company at any point of time throughout the duration of the Proposed ESOS and that such new CRB Shares will, upon allotment and issuance, rank *pari passu* in all respects with existing CRB Shares, except that these new CRB Shares will not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid, prior to the date of allotment of the new CRB Shares and will be subject to all the provisions of Articles of Association of the Company relating to the transfer, transmission and otherwise of the CRB Shares;

- (iii) do all things necessary and make the necessary application at the appropriate time or times to Bursa Malaysia Securities Berhad for the listing of and quotation for the new CRB Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS;
- (iv) modify and/or amend the By-Laws of the Proposed ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments; and
- (v) do all such acts and enter into all transactions, arrangements, agreements, deeds or undertakings and to make rules or regulations, or impose such terms and conditions or delegate part or all of its powers as may be necessary or expedient in order to give full effect to the Proposed ESOS."

12. **ORDINARY RESOLUTION NO. 5** (Resolution 13)
- **PROPOSED GRANT OF ESOS TO TAN SRI RAZALI BIN ISMAIL**
- "THAT subject to the passing of the Ordinary Resolution No. 4 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Tan Sri Razali bin Ismail, the Non-Independent Executive Chairman of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-
- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
 - (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company. The term "person connected" shall have the same meaning as that in the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements,
- and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

13. **ORDINARY RESOLUTION NO. 6** (Resolution 14)
- **PROPOSED GRANT OF ESOS TO DATO' DAUD BIN AHMAD**
- "THAT subject to the passing of the Ordinary Resolution No. 4 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Dato' Daud bin Ahmad, the Group Chief Executive Officer / Non-Independent Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-
- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
 - (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company. The term "person connected" shall have the same meaning as that in the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements,
- and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

14. **ORDINARY RESOLUTION NO. 7** (Resolution 15)
- **PROPOSED GRANT OF ESOS TO DATO' DR. FREEZAILAH BIN CHE YEOM**
- "THAT subject to the passing of the Ordinary Resolution No. 4 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Dato' Dr. Freezailah bin Che Yeom, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-
- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
 - (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company. The term "person connected" shall have the same meaning as that in the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements,
- and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

15. **ORDINARY RESOLUTION NO. 8** (Resolution 16)
- **PROPOSED GRANT OF ESOS TO DATUK ABDUL MALEK BIN ABDUL AZIZ**
- "THAT subject to the passing of the Ordinary Resolution No. 4 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Datuk Abdul Malek bin Abdul Aziz, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-
- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
 - (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company. The term "person connected" shall have the same meaning as that in the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements,
- and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

16. **ORDINARY RESOLUTION NO. 9** (Resolution 17)
- **PROPOSED GRANT OF ESOS TO ENCK HEDDIR BIN MAHFIDZ**
- "THAT subject to the passing of the Ordinary Resolution No. 4 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Enck Hekhid bin Mahfidz, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-
- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
 - (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company. The term "person connected" shall have the same meaning as that in the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements,
- and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

17. **ORDINARY RESOLUTION NO. 10** (Resolution 18)
- **PROPOSED GRANT OF ESOS TO ENCK MEGAT ABDUL MUNIR BIN MEGAT ABDULLAH RAFAIE**
- "THAT subject to the passing of the Ordinary Resolution No. 4 and the approval of all the authorities, the Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and to grant to Enck Megat Abdul Munir bin Megat Abdullah Rafae, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS provided that:-
- (i) he must not participate in the deliberation or discussion of his own allocation of new CRB Shares and the allocations of the persons connected to him to be issued under the Proposed ESOS; and
 - (ii) not more than 10% of the new CRB Shares which are available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company. The term "person connected" shall have the same meaning as that in the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements,
- and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Bursa Securities Main Market Listing Requirements or any other relevant authorities as amended from time to time."

18. **ORDINARY RESOLUTION NO. 11** (Resolution 19)
- **PROPOSED DIVIDEND REINVESTMENT SCHEME THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDENDS IN NEW ORDINARY SHARES OF RM0.50 EACH IN THE COMPANY ("CRB SHARES") ("PROPOSED DRIS")**
- "THAT subject to the approvals of the relevant regulatory authorities for the Proposed DRIS being obtained and to the extent permitted by law:-
- (a) the Proposed DRIS which shall upon such terms and conditions as the Directors, at their sole and absolute discretion, deem fit be and is hereby approved;
 - (b) the Directors of the Company be authorised:-
 - (i) to establish and implement the Proposed DRIS;
 - (ii) to determine, at their sole and absolute discretion, whether the Proposed DRIS will apply to any dividend declared (whether interim, final, special or any other cash dividend) and/or approved by the Company;
 - (iii) to allot and issue such number of new CRB Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRIS; and

- (iv) to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the Proposed DRIS with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations, and/or amendments, or by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company.

THAT the new CRB Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing CRB Shares, save and except that the holders of new CRB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made, or paid prior to or on the date of allotment of the new CRB Shares.

AND THAT no document pertaining to the Proposed DRIS shall be issued or sent to the shareholders of the Company having addresses outside Malaysia in the Company's Record of Depositors or who have not provided an address in Malaysia at which such documents may be delivered to."

19. To transact any other ordinary business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

Notice is hereby given that the single tier final dividend of 5.00 sen per ordinary share for the financial year ended 31 October 2014, if approved by the shareholders at the Tenth Annual General Meeting, will be payable on 19 June 2015 to shareholders whose names appear in the Record of Depositors on 20 May 2015.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Shares transferred into the Depositor's securities account before 4:00 p.m. on 20 May 2015 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 077689)
YEOW SZE MIN (MIA 31521)
Company Secretaries

Kuala Lumpur
Dated: 30 March 2015

NOTES:

1. In respect of debilitated securities, only members/shareholders whose names appear in the Record of Depositors on 15 April 2015 shall be eligible to attend the Meeting.
2. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one (1) or more proxies to attend and vote in his stead. Where a member/shareholder appoints more than one (1) proxy to attend and vote at the Meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but need not be a shareholder of the Company and a shareholder may appoint any person to be his proxy without limitation and the provisions of Section 149 (1)(a) and (b) of the Companies Act, 1965 ("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 the Meeting shall have the same rights as the shareholder to speak at the Meeting.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
5. Where a shareholder of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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. Where a shareholder is an authorised nominee as defined under SICDA, it may appoint at least 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.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
7. This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
8. Explanatory Note to Special Business:
 - (i) **Resolution 8 – Proposed Shareholders' Mandate**
The proposed Resolution 8 is intended to enable the Company and its affiliated companies to enter into recurrent related party transactions or a revenue or trading nature which are necessary for the Company's day-to-day operations to facilitate transactions in the normal course of business of the Company with the specified classes of related parties, provided that they are carried out on an arms' length basis and on normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.
Please refer to the Circular/Statement to Shareholders dated 30 March 2015 for further information.
 - (ii) **Resolution 9 – Proposed Authority for the Company to Purchase Its Own Shares**
The proposed Resolution 9 is intended to allow the Company to purchase its own shares up to 10% of the total issued and paid-up capital of the Company at any time within the time period stipulated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements.
Please refer to the Circular/Statement to Shareholders dated 30 March 2015 for further information.
 - (iii) **Resolution 10 – Authority to Issue Shares**
The proposed Resolution 10 is intended to renew the authority granted to the Directors of the Company at the Ninth Annual General Meeting of the Company held on 22 April 2014 ("Previous Mandate") to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued share capital of the Company for the time being (hereinafter referred to as the "General Mandate").
Pursuant to the Previous Mandate, the Company has undertaken a private placement exercise where 15,170,410 new ordinary shares of RM0.50 each have been issued as at the date of this Notice.
The new General Mandate will enable the Directors to take swift action for allotment 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 and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issues of shares.
 - (iv) **Resolution 11 – Proposed AA Amendments**
The proposed Resolution 11 is intended to update the AA of the Company so as to ensure consistency with the relevant regulatory provisions, to allow for all Directors to participate in the Proposed ESOS and to improve administrative practicability and expediency. If passed, the Articles of Association will be amended accordingly.
 - (v) **Resolution 12 – Proposed ESOS**
The proposed Resolution 12 is intended to establish a new ESOS to replace the existing ESOS upon its expiration on 13 October 2015.
The Proposed ESOS is established primarily to achieve the following objectives:-
 - (i) to motivate and encourage the employees of the Company and its subsidiaries towards a greater level of commitment, dedication, loyalty and to drive enhanced productivity;
 - (ii) to allow the eligible person(s) to directly participate in the equity of the Company and motivate them to contribute to the future growth of the Company and its subsidiaries via a greater sense of belonging to the Company and its subsidiaries;
 - (iii) to reward and retain employees whose services are vital to the businesses, continued growth and future expansion of the Company and its subsidiaries; and
 - (iv) to reward the selected employees by allowing them to participate in the Company's profitability and eventually realise capital gains arising from any appreciation in the value of CRB Shares.The Proposed ESOS, which is also extended to the Non-Executive Directors, is to recognise and reward their contribution and effort to the Company and its subsidiaries, as they play a constructive role in contributing towards the growth and performance of the Company and its subsidiaries. Their participation in the equity of the Company is expected to enhance their level of commitment and contribution as well as enable the Company to attract and retain capable individuals to act as Non-Executive Directors of the Company who will assist in the overall strategic decisions of the Company and its subsidiaries.
Please refer to the relevant Circular to Shareholders dated 30 March 2015 for further information.
 - (vi) **Resolution 13 – Proposed Grant of ESOS to Tan Sri Razali bin Ismail**
The proposed Resolution 13 is intended to seek the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Tan Sri Razali bin Ismail, the Non-Independent Executive Chairman of the Company, options to subscribe for new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.
 - (vii) **Resolution 14 – Proposed Grant of ESOS to Dato' Daud bin Ahmad**
The proposed Resolution 14 is intended to seek the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Dato' Daud bin Ahmad, the Chief Executive Officer / Non-Independent Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.
 - (viii) **Resolution 15 – Proposed Grant of ESOS to Dato' Dr. Freezailah bin Che Yeom**
The proposed Resolution 15 is intended to seek the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Dato' Dr. Freezailah bin Che Yeom, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.
 - (ix) **Resolution 16 – Proposed Grant of ESOS to Datuk Abdul Malek bin Abdul Aziz**
The proposed Resolution 16 is intended to seek the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Datuk Abdul Malek bin Abdul Aziz, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.
 - (x) **Resolution 17 – Proposed Grant of ESOS to Enck Hekhid bin Mahfidz**
The proposed Resolution 17 is intended to seek the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Enck Hekhid bin Mahfidz, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.
 - (xi) **Resolution 18 – Proposed Grant of ESOS to Enck Megat Abdul Munir bin Megat Abdullah Rafae**
The proposed Resolution 18 is intended to seek the approval of the shareholders of the Company, in accordance with the By-Laws, for the Option Committee to offer and grant to Enck Megat Abdul Munir bin Megat Abdullah Rafae, the Independent Non-Executive Director of the Company, options to subscribe for new CRB Shares under the Proposed ESOS, subject always to the terms and conditions and/or adjustment which may be made in accordance with the By-Laws.
 - (xii) **Resolution 19 – Proposed DRIS**
The proposed Resolution 19 is intended to provide shareholders of the Company with the option to elect to reinvest their cash dividends in new ordinary shares of RM0.50 each in the Company ("Dividends").
The Proposed DRIS has capital management benefits as the reinvestment of the Dividends by shareholders in new CRB Shares will enlarge CRB's share capital base and strengthen its capital position.
Under the Proposed DRIS, any cash so retained by CRB for the purposes of issuance of new CRB Shares will be preserved to fund the working capital and/or other requirements of the Company and its subsidiaries.
The Proposed DRIS will provide shareholders with greater flexibility in meeting their investment objectives as they would have the option of either receiving Dividends in cash or reinvesting in new CRB Shares.
Please refer to the Circular to Shareholders dated 30 March 2015 for further information.