



CYPARK RESOURCES BERHAD

(Company No. 642994-H)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Cypark Resources Berhad ("CRB" or the "Company") will be held at Unit 308, Level 3, Block A, Phileo Damansara II, No. 15, Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 6 May 2015 at 10.30 a.m., for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED PLACEMENT OF UP TO 40,978,112 NEW ORDINARY SHARES OF RM0.50 EACH IN CRB ("CRB SHARE(S)") ("PLACEMENT SHARE(S)"), REPRESENTING UP TO TWENTY PERCENT (20%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF CRB ("PROPOSED PLACEMENT")

"THAT subject to the passing of Ordinary Resolution 2 and the approvals and consents of the relevant authorities and/or parties (where applicable) being obtained, authority be and is hereby given to the Company to allot and issue up to 40,978,112 new CRB Shares, representing up to twenty percent (20%) of the existing issued and paid-up share capital of CRB to Dato' Daud bin Ahmad ("**Dato' Daud**") and other third (3rd) party investor(s) at an issue price to be fixed by the Board at a future date to be determined and announced later, subject to and upon the terms and conditions set out in the subscription agreement dated 10 February 2015 entered into between the Company and Dato' Daud in respect of the Proposed Placement;

THAT the proceeds of the Proposed Placement be utilised for the purposes and with such effects as disclosed in Section 2.6, Part A of the Circular, and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

AND THAT the Placement Shares shall upon allotment and issuance, rank *pari passu* in all respects with the existing issued and paid-up share capital of the Company save and except that the new CRB Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other attributions which may be declared, made or paid to shareholders, the entitlement of which precedes the date of allotment and issuance of the Placement Shares and the Placement Shares will be subject to all provisions of the Articles of Association of the Company relating to the transfer, transmission and otherwise;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give effect to and implement the Proposed Placement with full power to assent to any condition, modification, variation and/or amendment as may be imposed or permitted by the relevant authorities as the Directors may in their discretion deem fit or expedient in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER PARAGRAPH 16.1(B), PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010 ("CODE") FOR DATO' DAUD AND HIS PERSON ACTING IN CONCERT FOR THE PROPOSED PLACEMENT, NAMELY TAN SRI RAZALI BIN ISMAIL ("TAN SRI RAZALI") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING CRB SHARES NOT ALREADY HELD BY THEM UPON COMPLETION OF THE PROPOSED PLACEMENT ("PROPOSED EXEMPTION")

"THAT subject to the passing of Ordinary Resolution 1 and the approvals and/or consents of the Securities Commission Malaysia ("**SC**") and/or any other relevant authorities or parties (where required) including such conditions as may be imposed by the SC, approval be and is hereby given for Dato' Daud and Tan Sri Razali to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining CRB Shares of the Company not already held by them which would arise pursuant to the Proposed Placement in accordance with Paragraph 16.1(b), Practice Note 9 of the Code;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all such acts, deeds and things, take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to finalise, implement and/or give full effect to the Proposed Exemption with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant authority or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company."

By Order of the Board of

CYPARK RESOURCES BERHAD
CHUA SIEW CHUAN (MAICSA 0777689)
YEOW SZE MIN (MIA 31521)

Company Secretaries
Kuala Lumpur, Malaysia

Dated: 20 April 2015

Notes:

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors as at 29 April 2015 shall be eligible to attend the Meeting.
- (ii) 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.
- (iii) 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.
- (iv) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
- (v) 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.
- (vi) 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.