

NOTICE OF THIRTY-NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Ninth Annual General Meeting of the Company will be held at Ballroom 1, InterContinental Kuala Lumpur at 165, Jalan Ampang, 50450 Kuala Lumpur on Tuesday, 31 October 2017 at 10:00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Directors' and Auditors' Reports thereon. *Please refer Explanatory Note 1*
2. To declare first and final dividend of 8 sen per ordinary share for the financial year ended 30 June 2017. *Ordinary Resolution 1*
3. To approve the payment of Directors' fees and benefits of RM247,750.00 for the financial year ended 30 June 2017. *Ordinary Resolution 2*
4. To approve the Directors' benefits up to an amount of RM216,000.00 for the period from 1 July 2017 until the next Annual General Meeting of the Company to be held in 2018. *Ordinary Resolution 3*
5. To re-elect the following Directors, who retire by rotation in accordance with Article 92 of the Company's Constitution:
 - (i) Datin Mariam Prudence Binti Yusof *Ordinary Resolution 4*
 - (ii) Mr. Fung Heen Choon *Ordinary Resolution 5*
6. To re-elect Datuk Haji Ariffin Bin Imat, who was appointed during the year and retires in accordance with Article 98 of the Company's Constitution. *Ordinary Resolution 6*
7. To re-appoint Tan Sri Dato' Seri Abdul Ghani Bin Abdul Aziz as a Director of the Company. *Ordinary Resolution 7*
8. To re-appoint Messrs BDO as auditors of the Company and to authorise the Directors to fix their remuneration for the ensuing year. *Ordinary Resolution 8*

AS SPECIAL BUSINESS

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

9. Continuing in Office as Independent Non-Executive Directors

- 9.1 "THAT subject to the passing of Ordinary Resolution 7, approval be and is hereby given to Tan Sri Dato' Seri Abdul Ghani Bin Abdul Aziz who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." *Ordinary Resolution 9*

- 9.2 "THAT approval be and is hereby given to Encik Nor Hishammuddin Bin Dato' Mohd Nordin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." *Ordinary Resolution 10*

10. Authority for Directors to issue and allot shares in the Company pursuant to Section 75 and 76 of the Companies Act, 2016

"THAT subject always to the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act, 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being.

AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

ANY OTHER BUSINESS

11. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

NOTICE OF BOOK CLOSURE

NOTICE IS ALSO HEREBY GIVEN that a first and final dividend of 8 sen per ordinary share for the financial year ended 30 June 2017 will be payable on 10 November 2017 to depositors whose names appear in the Record of Depositors at the close of business on 31 October 2017 if approved by the members at the Thirty-Ninth Annual General Meeting.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred to the Depositor's Securities Account before 4:00 p.m. on 31 October 2017 in respect of ordinary transfer; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD
C.I. HOLDINGS BERHAD

ON POOI FONG (MAICSA 7018189)
TAN LAI HONG (MAICSA 7057707)
Company Secretaries

Kuala Lumpur
Date: 2 October 2017

NOTES:

1. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 57(2) of the Company's Constitution to issue a General Meeting Record of Depositors as at 25 October 2017. Only a member whose name appears in the Record of Depositors as at 25 October 2017 shall be entitled to attend the Meeting and to speak and vote thereat.
2. A member of the Company who is entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
3. A member of the Company may appoint a proxy or proxies to attend the Meeting. Where a member appoints two or more proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under its common seal or under the hand of its officer or its duly authorised attorney.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one 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. Where a member of the Company 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
7. To be valid, the Form of Proxy must be completed, signed and deposited at the Company's registered office at Suite A-11-1, Level 11, Hampshire Place Office, 157 Hampshire, No. 1, Jalan Mayang Sari, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in the case of a poll, not less than twenty-four (24) hours before the time appointed in taking of the poll, and in default the instrument of proxy shall be treated as valid.
8. Pursuant to Paragraph 8.29A of the Main Market Listing Requirement, voting at the Thirty-Ninth Annual General Meeting of the Company will be conducted by poll, rather than a show of hands. Independent Scrutineers will be appointed to observe the polling process and to verify the results of the poll respectively.

EXPLANATORY NOTES TO THE AGENDA:

Item 1 of the Agenda

This item of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

Item 2 of the Agenda

With reference to Section 131 of the Companies Act, 2016, a company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On 23 August 2017, the Board has considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 10 November 2017 in accordance with the requirements under Section 132(2) and (3) of the Companies Act, 2016.

Item 3 of the Agenda

Section 230(1) of the Companies Act, 2016 which came into force on 31 January 2017 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Company is seeking shareholders' approval for the payment of Directors' fees totaling RM198,750.00 for the financial year ended 30 June 2017 and benefits due to the directors for the period from 1 February 2017 to 30 June 2017 amounting to RM49,000.00.

Details of the above are set out on page 27 of the Annual Report 2017.

Item 4 of the Agenda

The Company is also seeking shareholders' approval for the payment of Directors' benefits up to an amount of RM216,000.00 for the period from 1 July 2017 until the next Annual General Meeting of the Company.

The estimated amount payable to the Directors for the benefits is based on the assumption that the Company maintains its existing Board composition.

The proposed payment of benefits comprises meeting allowances and training allowances payable to the Chairman and members of the Board and Board Committees.

Item 7 of the Agenda

Tan Sri Dato' Seri Abdul Ghani Bin Abdul Aziz was re-appointed as a Director of the Company at the preceding Annual General Meeting held on 27 October 2016 pursuant to Section 129(2) of the Companies Act 1965 and to hold office until the conclusion of the next Annual General Meeting.

With the implementation of Companies Act, 2016 effective 31 January 2017, Director who attained age of seventy (70) years and above no longer requires the continuation in office subject to shareholders' approval at each Annual General Meeting. Accordingly, if Resolution 7 is passed, Tan Sri Dato' Seri Abdul Ghani Bin Abdul Aziz would be re-appointed as a Director of the Company and thereafter be subject to retirement by rotation, at a later date.

Tan Sri Dato' Seri Abdul Ghani Bin Abdul Aziz has offered himself for re-appointment as Director at the Thirty-Ninth Annual General Meeting.

Item 9.1 of the Agenda

The Nomination Committee has assessed the independence of Tan Sri Dato' Seri Abdul Ghani Bin Abdul Aziz, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and the Board, upon the Nomination Committee's recommendation, had recommend for shareholders' approval for him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:

- a) He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore would be able to function as a check and balance and bring an element of objectivity to the Board of Directors.
- b) He understands the main drivers of the business in a detailed manner.
- c) He consistently challenged management in an effective and constructive manner.
- d) He actively participated in board discussion and provided an independent voice on the board.

Item 9.2 of the Agenda

The Nomination Committee has assessed the independence of Encik Nor Hishammuddin Bin Dato' Mohd Nordin who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and the Board, upon the Nomination Committee's recommendation, had recommend for shareholders' approval for him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:

- a) He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore would be able to function as a check and balance and bring an element of objectivity to the Board of Directors.
- b) He has vast experience in the legal field and was able to provide constructive and independent judgment from the legal perspective of the business.
- c) He consistently challenged management in an effective and constructive manner.
- d) He actively participated in board discussion and provided an independent voice on the board.

Item 10 of the Agenda

The proposed Ordinary Resolution 10 is to empower the Directors of the Company to issue and allot shares up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016

This is a renewal of the mandate obtained from the shareholders of the Company at the Annual General Meeting of 27 October 2016 and if passed, will empower the Directors of the Company to issue and allot shares up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

This authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting.

The renewal of this mandate would provide flexibility to the Company for any possible fund raising exercise, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions. This authority is to avoid any delay and cost involved in convening a general meeting to approve such issuance of shares.