



## CYCLE & CARRIAGE

### CYCLE & CARRIAGE BINTANG BERHAD (7378-D) (Incorporated in Malaysia)

#### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 50<sup>th</sup> Annual General Meeting of the Company will be held at Concorde Ballroom 1, Lobby Level, Concorde Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur on Monday, 23 April 2018 at 11.30 a.m., for the following purposes:

#### AGENDA

##### As Ordinary Business:

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|---|-----------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and the Auditors thereon. | Refer to Explanatory Note 1 |
| 2. To approve the payment of Directors' fees of up to RM384,000 for the financial year ending 31 December 2018 (2017: RM384,000).                                 | Resolution 1                |
| 3. To re-elect Haslam Preston, who is retiring pursuant to Article 98 of the Constitution of the Company.   | Resolution 2                |
| 4. To re-elect Datuk Syed Zaid bin Syed Jaffar Albar who is retiring pursuant to Article 103 of the Constitution of the Company.                                  | Resolution 3                |
| 5. To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors and to authorise the Directors to fix their remuneration.   | Resolution 4                |

##### As Special Business:

To consider and if thought fit, to pass the following resolutions with or without modifications:

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| 6. <b>Ordinary Resolution</b><br><b>Authority to issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act")</b>   | Resolution 5 |
| "THAT, pursuant to Sections 75 and 76 of the Act and the Constitution of the Company and subject to the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued during the preceding 12 months does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad." |              |
| 7. <b>Ordinary Resolution</b><br><b>Authority for Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs")</b>   | Resolution 6 |
| (i) "THAT, subject to the Act and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (the "Listing Requirements"), approval be and is hereby given to the Company and its subsidiary companies to enter into RRPTs which are necessary for their day-to-day operations and 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 as set out in Paragraphs 2.3.1 and 2.3.2 of the Circular to Shareholders dated 23 March 2018 ("Circular") ("Proposed Shareholders' Mandate") and that the authority conferred by this resolution shall take effect immediately upon the passing of this resolution;  |              |
| (ii) THAT such Proposed Shareholders' Mandate is subject to annual renewal and such approval shall continue to be in force until:  |              |
| (a) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting, at which time it will lapse unless, by a resolution passed at the meeting, the authority is renewed;   |              |
| (b) the expiration of the period within which the next Annual General Meeting after the date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  |              |
| (c) revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier;   |              |
| (iii) THAT the Directors of the Company be and are hereby 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 Shareholders' Mandate;   |              |
| (iv) THAT the estimates given of the RRPTs specified in Paragraph 2.3.2 of the Circular being provisional in nature be accepted and that, the Directors and/or any of them be and are hereby authorised to agree to the actual amounts thereof provided always that such amount or amounts comply with the procedures set out in Paragraph 2.4 of the Circular; and  |              |
| (v) THAT the aggregate value of the transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year be disclosed in the annual report in accordance with the Listing Requirements."  |              |
| 8. To transact any other business of which due notice shall be given.  |              |

By Order of the Board

**Yeap Kok Leong** (MAICSA 0862549)

**Lim Hooi Mui** (MAICSA 0799764)

**Ong Wai Leng** (MAICSA 7065544)

Company Secretaries

Kuala Lumpur

Dated: 23 March 2018

#### Notes:

- A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or in the case of a corporation, to appoint a representative to attend and vote in his place. A proxy need not be a Member of the Company and a Member shall appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one proxy the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed shall exercise all or any of his rights to attend, participate, speak and vote at a meeting of the Company.
- The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised.
- In the event the Member duly executes the Proxy Form but does not name any proxy, such Member shall be deemed to have appointed the Chairman of the meeting as his proxy.
- Any alterations in the Proxy Form must be initialled.
- To be valid, the Proxy Form duly completed must be deposited at the Company's Administration and Polling Agents's office at Boardroom Corporate Services (KL) Sdn. Bhd., Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the meeting or adjourned meeting.
- Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each Securities Account it holds with 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.
- An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- For the purpose of determining a Member who shall be entitled to attend the 50<sup>th</sup> Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Article 58(2) of the Constitution of the Company and Section 34(1) of SICDA to issue a General Meeting Record of Depositor as at 16 April 2018. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote in his stead.
- Tan Sri Dato' Sulaiman bin Sujak, who is subject to retire pursuant to the Article 99 of the Constitution of the Company, had indicated to the Company that he does not wish to seek re-election at the 50<sup>th</sup> Annual General Meeting of the Company.

#### Explanatory Notes on Ordinary Business:

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2017**  
The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provisions of Sections 340(1)(a) of the Act. Hence, this Agenda is not put forward for voting by shareholders of the Company.
- Item 2 of the Agenda – Proposed Resolution 1 Approval for Directors' Fees**  
Directors' fees approved for the financial year ended 31 December 2017 was RM384,000. The actual Directors' fees for Non-Executive Directors paid during the financial year 2017 was RM380,000. The Directors' fees proposed for the financial year ending 31 December 2018 are calculated based on the number of scheduled Board and Committee meetings for 2018 and assuming that all Non-Executive Directors will hold office until the end of the financial year. This resolution is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed is insufficient (e.g. due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.
- Item 6 of the Agenda – Proposed Resolution 5 Approval for Issuance of New Ordinary Shares pursuant to Sections 75 and 76 of the Act**  
The Proposed Resolution 5 is for the purpose of seeking a renewal of the general mandate to empower the Directors to issue new shares in the Company up to a number not exceeding ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company 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 mandate will provide flexibility to the Company to issue new shares for any possible fundraising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares as settlement of purchase consideration or such other applications that the Directors may in their absolute discretion deemed fit.  
As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the last Annual General Meeting.
- Item 7 of the Agenda – Proposed Resolution 6 Proposed Mandate for Recurrent Related Party Transactions of a Revenue or Trading**  
For further information on Proposed Resolution 6, please refer to the Circular to Shareholders dated 23 March 2018 accompanying the Company's Annual Report for the financial year ended 31 December 2017.