



**NOTICE IS HEREBY GIVEN** that the Forty-Fifth Annual General Meeting of the Company will be held at The Royale 2, Level 2, The Royale Chulan Damansara, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 May 2018 at 10:00 a.m. for the purpose of considering the following business:-

**AGENDA**

- 1) To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1 of the Explanatory Notes)
- 2) To approve the payment of the first and final single-tier dividend of 1.75 sen per ordinary share for the financial year ended 31 December 2017. Ordinary Resolution 1
- 3) To approve the payment of Directors' fees and meeting allowances up to RM350,000 from 1 June 2018 until the next Annual General Meeting of the Company. Ordinary Resolution 2
- 4) To re-elect the following Directors retiring in accordance with the Company's Articles of Association:-
  - i) Mr. Wong Yuk Thin (Article 90) Ordinary Resolution 3
  - ii) Dato' Tan Yee Boon (Article 90) Ordinary Resolution 4
  - iii) Mr. Chuah Guan Leong (Article 84) Ordinary Resolution 5
- 5) To re-appoint Messrs. KPMG PLT as Auditors of the Company and authorise the Directors to fix their remuneration. Ordinary Resolution 6

**SPECIAL BUSINESS**

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

- 6) **RETENTION OF INDEPENDENT DIRECTORS**
  - i) "THAT Dato' Seraja Mahkota Dato' Wira Zainuddin Bin Mahmud be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance." Ordinary Resolution 7
  - ii) "THAT Mr. Koay Then Hin be and is hereby retained as Independent Non-Executive Director pursuant to the Malaysian Code on Corporate Governance." Ordinary Resolution 8
- 7) **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**  
 "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval from other relevant governmental/regulatory authorities, the Directors be and are hereby empowered to allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation of the additional shares so allotted." Ordinary Resolution 9
- 8) **PROPOSED BONUS ISSUE OF 40,000,000 NEW ORDINARY SHARES IN CICB ("CICB SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 4 BONUS SHARES FOR EVERY 5 EXISTING CICB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")**  
 "THAT, subject to the approvals of all relevant regulatory authorities and parties for the listing of and quotation for the Bonus Shares, approval be and is hereby given to the Board of Directors of the Company ("Board") to issue 40,000,000 Bonus Shares in the share capital of the Company to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of 4 Bonus Shares for every 5 existing CICB Shares held by such shareholders;  
 THAT fractional entitlements arising from the Proposed Bonus Issue, if any, shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company and its shareholders;  
 THAT the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing CICB Shares, except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date is before the date of allotment and issuance of the Bonus Shares;  
 AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue 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 they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue." Ordinary Resolution 10
- 9) To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By order of the Board

**LIM SECK WAH (MAICSA 0799845)**  
**KONG MEI KEE (MAICSA 7039391)**  
 Company Secretaries

Kuala Lumpur  
 Dated this 27 April 2018

**NOTICE ON ENTITLEMENT AND PAYMENT OF FINAL DIVIDEND**

**NOTICE IS ALSO HEREBY GIVEN** that the first and final single-tier dividend of 1.75 sen per ordinary share for the financial year ended 31 December 2017, if approved at the Forty-Fifth Annual General Meeting, will be paid on 27 August 2018 to the depositors registered in the Record of Depositors at the close of business on 30 July 2018.

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 30 July 2018 in respect of ordinary transfers; and
- b) Shares bought on the Exchange on a cum entitlement basis according to the Rules of the Exchange.

**Notes:**

- i) Only depositors whose names appear in the Record of Depositors as at 22 May 2018 shall be entitled to attend the Forty-Fifth Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.
- ii) A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A member may appoint more than two (2) proxies to attend at the same meeting. All voting will be conducted by way of poll. Where a member appoints two or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- iii) Where a member of the Company is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 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.
- iv) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its Common Seal or the hand of its attorney.
- v) All forms of proxy must be deposited at the Office of the Company's Share Registrar, Mega Corporate Services Sdn. Bhd., Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

**Explanatory Notes to Special Business**

- 1) The Audited Financial Statements is meant for discussion only as the provision in the Company's Articles of Association does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- 2) Ordinary Resolutions No. 7 and 8  
**Proposed Continuation in Office as Independent Non-Executive Directors**  
 The Board has assessed the independence of Dato' Seraja Mahkota Dato' Wira Zainuddin Bin Mahmud and Mr. Koay Then Hin, who served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years. The Board recommended that they continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-
  - a) They understand fully of the Company's objectives and strategies and will be able to provide an element of objectivity, independent judgment and balance to the Board;
  - b) They have devoted sufficient time and commitment to their role and responsibilities as an Independent Director, exercised due care and discharged their duties with reasonable skill and competence during their tenure as Independent Directors of the Company;
  - c) They actively participated in the board discussion and provided independent view and judgment to the decision making of the Board in the interest of the Company and the shareholders.
- 3) Ordinary Resolution No. 9  
**Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
 The proposed Resolution 9 primarily gives flexibility to the Board of Directors to allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.  
 The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the allotment of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the allotment of new shares even though the number involved may be less than 10% of the total number of issued shares of the Company. The Directors do not have any immediate plan for the additional allotment of shares for the time being.  
 However, in order to avoid any delay and costs involved in convening a general meeting to approve such allotment of shares when the needs may arise during the financial year, it is thus considered appropriate that the Directors be empowered to allot shares in the Company, up to any amount not exceeding in total 10% of the total number of issued shares of the Company at the time of submission to the authority, for such purposes. The authority for allotment of shares will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions.  
 No shares have been allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 25 May 2017.
- 4) Ordinary Resolution No. 10  
**Proposed Bonus Issue**  
 The detailed proposal of the Proposed Bonus Issue can be referred to the Circular to Shareholders dated 27 April 2018 which is despatched together with the Company's Annual Report.