

# NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at the Conference Room, Third Floor, CAB Cakaran Corporation Berhad, Plot 21 Lorong Jelawat 4, Seberang Jaya Industrial Park, Seberang Jaya, 13700 Perai, Penang on Friday, 22 March 2019 at 10.30 a.m.

## AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 September 2018 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A**

### AS ORDINARY BUSINESS

2. To declare a final single tier dividend of 0.5 sen per share for the financial year ended 30 September 2018. **Ordinary Resolution 1**
3. To re-elect the following Directors retiring under Article 97(1) of the Articles of Association of the Company, and who, being eligible, have offered themselves for re-election:-  
a) Mr Chuah Hoon Phong **Ordinary Resolution 2**  
b) Tuan Haji Ahmad Fazil Bin Haji Hashim **Ordinary Resolution 3**  
c) Mr Loo Choo Gee **Ordinary Resolution 4**

4. To re-appoint Messrs Grant Thornton Malaysia as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 5**

### AS SPECIAL BUSINESS

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

5. **Continuing in office as an Independent Non-Executive Director**  
"THAT authority be and is hereby given to Tuan Haji Ahmad Fazil Bin Haji Hashim who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."  
**Ordinary Resolution 6**
6. To approve the Directors' fees up to an amount of RM730,000 and the payment of such fees to the Directors of the Company for the financial year ending 30 September 2019. **Ordinary Resolution 7**
7. To approve the payment of Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM250,000 from 23 March 2019 until the next Annual General Meeting of the Company. **Ordinary Resolution 8**

8. **Approval for issuance of new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
"THAT subject to the Companies Act 2016, the Company's Constitution and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be and is hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company from time to 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 shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and THAT the Board of Directors be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities."  
**Ordinary Resolution 9**

9. **Proposed renewal of the authority for the purchase of the Company's own ordinary shares of up to ten per centum (10%) of the Company's total number of issued shares ("Proposed Renewal of Share Buy-Back Authority")**  
"THAT subject to the provisions under the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and the approvals of all relevant authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("CAB Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at point of purchase ("Proposed Renewal of Share Buy-Back Authority").  
THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the Company's aggregate retained profits.  
THAT authority be and is hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any CAB Shares so purchased by the Company in the following manner:-  
(i) the CAB Shares so purchased could be cancelled; or  
(ii) the CAB Shares so purchased could be retained as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or  
(iii) combination of (i) and (ii) above; or  
(iv) in accordance with the relevant prevailing statutory provisions and guidelines.  
THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:-  
(i) the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed, at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or  
(ii) the passing of the date on which the next annual general meeting of the Company is required by law to be held; or  
(iii) the authority is revoked or varied by resolution passed by the shareholders of the Company in general meeting;  
whichever occurs first.  
And THAT the Directors of the Company be and are authorised to take such steps to give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."  
**Ordinary Resolution 10**

10. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature**  
"THAT subject always to the provisions of the Companies Act 2016 ("the Act"), the Company's Constitution, Bursa Malaysia Securities Berhad Main Market Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions with the related parties as set out in Sections 2.4.1 and 2.4.2 of the Circular to Shareholders dated 30 January 2019 ("the Circular"), which are necessary for the day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders as set out in the Circular ("Mandate").  
THAT the Directors be empowered to do all such acts and things be considered necessary or expedient to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities.  
THAT such Mandate shall commence upon passing this ordinary resolution and to be in force until:-  
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse unless the authority is renewed by a resolution passed at the meeting; or  
(b) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
(c) revoked or varied by ordinary resolution of the shareholders of the Company at a general meeting; whichever is earlier.  
And THAT the Directors of the Company be and are hereby authorised to complete and to 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 transactions contemplated and/or authorised by this ordinary resolution."  
**Ordinary Resolution 11**

11. **Proposed Alteration of the Existing Memorandum and Articles of Association by replacing with a New Constitution ("Proposed Alteration")**

"THAT approval be and is hereby given to alter or amend the whole of the existing Memorandum and Articles of Association of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix A with effect from the date of passing this special resolution, and THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."  
**Special Resolution 1**

12. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

### Note A

This Agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

### Notes:

- A Member of the Company entitled to attend and vote is entitled to appoint up to two (2) proxies to attend, participate, speak and vote in his place. A proxy may but need not be a Member of the Company. If a Member appoints up to two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositors) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in 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.
- The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang at least 48 hours before the time for holding the Meeting or any adjournments thereof.
- Only members registered in the Record of Depositors as at 15 March 2019 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his behalf.

### Explanatory Notes on Special Business

- Continuing in office as an Independent Non-Executive Director**  
The Nomination Committee had assessed the independence of Tuan Haji Ahmad Fazil Bin Haji Hashim, who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and the Board has recommended that the approval of the shareholders be sought to re-appoint Tuan Haji Ahmad Fazil Bin Haji Hashim as an Independent Non-Executive Director as he possesses the following attitudes necessary in discharging his roles and functions as an Independent Non-Executive Director of the Company:-  
(i) Has met the criteria under the definition of Independent Director pursuant to Chapter 1 of the Bursa Malaysia Securities Berhad's Main Market Listing Requirements;  
(ii) Has vast experience in the various industries the Group is involved in and as such could provide the Board with a diverse set of experience, expertise and independent judgement;  
(iii) Consistently challenges management in an effective and constructive manner;  
(iv) Has good and thorough understanding of the main drivers of the business in a detailed manner;  
(v) Actively participates in Board deliberations and decision making in an objective manner; and  
(vi) Exercises due care in all undertakings of the Group and carries out his fiduciary duties in the interest of the Company and minority shareholders.  
Meanwhile, as recommended by the Malaysian Code on Corporate Governance 2017 ("MCCG 2017"), the Board will be seeking shareholders' approval through a two-tier voting process at the Seventeenth Annual General Meeting to retain Tuan Haji Ahmad Fazil Bin Haji Hashim as an Independent Non-Executive Director as his tenure has exceeded 12 years.

- Directors' Fees**  
The proposed Ordinary Resolution 7, if passed, will authorise the payment of the Directors' fees up to the amount of RM730,000 for the financial year ending 30 September 2019.

- Directors' Benefits**  
The proposed Ordinary Resolution 8, if passed, will authorise the payment of the Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM250,000 from 23 March 2019 until the next Annual General Meeting of the Company.

- Approval for issuance of new ordinary shares**  
This general mandate for issuance of shares ("the Mandate") was sought for in the preceding year and the Board did not carry out the Mandate since the last Annual General Meeting ("AGM") of the Company until the latest practicable date before the printing of this Annual Report. As the Mandate will expire on 22 March 2019, the Board is desirous of seeking a fresh mandate at the Seventeenth AGM.

The Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding further investment project(s), working capital and/or acquisition.

This proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares) 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 will, unless revoked or varied by the Company in general meeting, will expire at the next AGM of the Company.

- Proposed Renewal of Share Buy-Back Authority**  
The proposed Ordinary Resolution 10, if passed, will give the Directors of the Company the authority to purchase its own shares up to 10% of the total number of issued shares (excluding treasury shares) of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This Authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company. Please refer to the Circular to Shareholders dated 30 January 2019 for more information.

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature**  
The proposed Ordinary Resolution 11, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature. This Authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company. Please refer to the Circular to Shareholders dated 30 January 2019 for more information.

- Special Resolution 1 - Proposed Alteration of the Existing Memorandum and Articles of Association by replacing with a New Constitution ("Proposed Alteration")**

The Special Resolution 1, if passed, will give the Directors of the Company the authority to amend the existing Memorandum and Articles of Association of the Company by replacing with a new Constitution which is drafted to be in line with the enforcement of the Companies Act 2016, amendments made to the Main Market Listing Requirement of Bursa Securities and to provide clarity and consistency to certain provisions therein.

For further information on the Proposed Alteration, please refer to the Appendix A enclosed together with this Notice of General Meeting dated 30 January 2019.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that a final single tier dividend of 0.5 sen per share for the financial year ended 30 September 2018, if approved, will be paid on 19 April 2019 to Depositors registered in the Record of Depositors at the close of business on 10 April 2019.

A Depositor shall qualify for entitlement to the Dividend in respect of:-

- shares transferred into the Depositor's Securities Account before 4.00 p.m. on 10 April 2019 in respect of transfers;
- shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the rules of Bursa Securities.

By Order of the Board

**CHEW SIEW CHENG** (MAICSA 7019191)  
**LIM CHOO TAN** (LS 0008888)

Company Secretaries  
Penang

Date: 30 January 2019