



CAM RESOURCES BERHAD
(593531-D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of the Company will be held at Function Room, Level 2, Hotel Sri Petaling, 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur on Friday, 21 June 2019 at 11.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- 1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' Fees of RM222,500.00 for the financial year ended 31 December 2018.
3. To re-elect the following Directors, who retire by rotation in accordance with Article 91 of the Company's Articles of Association, comprising part of the Constitution of the Company:-
(i) Mr Lee Chin Yen
(ii) Mr Tan Hong Cheng
(iii) Mr Chan Kee Loin
4. To appoint Messrs Baker Tilly Monteiro Heng PTL (converted from a conventional partnership, Baker Tilly Monteiro Heng on 5 March 2019) as Auditors of the Company and to authorise the Directors to fix their remuneration.

[Please refer to Explanatory Note (i)] RESOLUTION 1

RESOLUTION 2
RESOLUTION 3
RESOLUTION 4
RESOLUTION 5

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary/Special Resolutions with or without modifications:-

5. Ordinary Resolution

RESOLUTION 6

Authority To Issue And Allot Shares ("Authority to Issue Shares")

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and the approvals of the relevant governmental or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company to such persons, at any time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being."

6. Ordinary Resolution

RESOLUTION 7

Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature

"THAT, subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into related party transactions with the mandated related party, particulars of which are set out in Section 1.4 of the Circular dated 26 April 2019, provided that such transactions are:-

- (a) recurrent transaction of a revenue or trading nature;
(b) necessary for the day-to-day operations of the Company and/or its subsidiaries;
(c) carried out in the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms with those generally available to the public; and
(d) not detrimental to the interests of the minority shareholders of the Company.

AND THAT such approval shall continue to be in force until:

- (a) the conclusion of the next annual general meeting ("AGM") of the Company following this annual general meeting where the authority is approved, at which time the authority will lapse unless renewed by a resolution passed at the meeting; or
(b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;

whichever is earlier;

AND THAT the Directors of the Company be authorised to do, carry out and complete all such acts, things and arrangements (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions as contemplated/authorised by the Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions."

7. Ordinary Resolution

RESOLUTION 8

Proposed Renewal Of Share Buy-Back Authority

"THAT subject to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company 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:-

- (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
(ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits; and
(iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or transfer the shares under employee share scheme or as purchase consideration,

AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

8. Ordinary Resolution

Continuation In Office Of Independent Non-Executive Directors

"THAT approval be and is hereby given to the following directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years to continue to act as Independent Non-Executive Directors of the Company until the conclusion of the next Annual General Meeting of the Company:-

- (i) Mr Chai Moi Kim
(ii) Mr Chia Kay Joo
(iii) Tuan Haji Azizul Bin Mohd Othman
(iv) Mr Chan Kee Loin

RESOLUTION 9
RESOLUTION 10
RESOLUTION 11
RESOLUTION 12
RESOLUTION 13

9. Special Resolution

Proposed Adoption Of The Company's New Constitution

"THAT the existing Memorandum and Articles of Association of the Company be hereby deleted in its entirety and a new Constitution, as set out in Appendix II of the Circular to Shareholders dated 26 April 2019 be replaced thereof and hereby adopted as the Company's Constitution.

THAT henceforth, the Constitution shall bind the Company, the members and the Directors to the same extent as if the Constitution had been signed and sealed by each member and contain covenants on the part of each member and Director to observe all the provisions of the Constitution.

AND THAT the Secretaries be and are authorised and instructed to do all the necessary and deemed fit to lodge the Constitution as adopted herewith with the Companies Commission of Malaysia on behalf of the Company in accordance with Section 36 of the Companies Act 2016."

To transact any other business for which due notice shall be given in accordance with the Companies Act 2016.

By Order of the Board

LIM MING TOONG (MAICSA 7000281)
ELIZABETH ALLISON DE ZILVA (MAICSA 7030086)
Company Secretaries

Kuala Lumpur
26 April 2019

NOTES:

- (1) A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. A proxy appointed to attend and vote at the Meeting shall have the same rights as the shareholder to speak at the Meeting.
(2) A member may appoint more than one (1) proxy to attend and vote at the AGM, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
(3) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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 said securities account.
(4) 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.
(5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
(6) To be valid, the duly completed proxy form must be deposited at the Company's Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Street, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.
(7) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice shall be put to vote by poll.
(8) For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors ("ROD") as at 14 June 2019 and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote on his/her behalf.

(iii) Resolution 7 - Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature

The proposed Ordinary Resolution, if passed, will provide a renewed mandate for the Company and/or its subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Please refer to the Circular to Shareholders dated 26 April 2019 dispatched together with the Annual Report 2018.

(iv) Resolution 8 - Proposed Renewal Of Share Buy-Back Authority

The proposed Ordinary Resolution, if approved, will empower the Company to purchase and/or hold up to ten per centum (10%) of the existing total issued shares of the Company. This authority unless revoked or varied by the Company at a General Meeting will expire at the next Annual General Meeting. Please refer to the Statement to Shareholders in relation to the Proposed Renewal Of Share Buy-Back Authority dated 26 April 2019 for further information.

(v) Resolutions 9 - 12 - Continuation In Office Of Independent Non-Executive Directors

The proposed Ordinary Resolutions, if passed, will allow the named directors to remain as independent directors notwithstanding that they have served a cumulative term of over nine years as independent directors.

The Board after the annual assessment of the independence of the four independent Directors namely, Chai Moi Kim, Chia Kay Joo, Haji Azizul Bin Mohd Othman and Chan Kee Loin, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and recommended them to remain as Independent Non-Executive Directors of the Company despite their tenure in the Board based on the following justifications:-

- (a) they fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities, and thus, they would be able to provide check and balance and bring an element of objectivity to the Board;
(b) they have cumulative knowledge of the Group's business and operation, and have made and continue to make valuable contributions through their role in the Audit Committee;
(c) they have devoted sufficient time and attention to their professional obligations for informed and balanced decision making by actively participated in board discussion and provided an independent voice to the Board through their vast experience in various industries; and
(d) they have exercised their due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the best interest of the Company and shareholders.

(vi) Resolution 13 - Proposed Adoption Of The Company's New Constitution

The proposed Special Resolution is to seek shareholders' approval to adopt a new Constitution to align with the provisions of the Act, the Main Market Listing Requirements of Bursa Securities and Corporate Governance Requirements ("Proposed New Constitution"). Please refer to the Appendix II of the Circular for detailed information on the Proposed New Constitution.

The Proposed New Constitution shall take effect once the proposed Special Resolution has been passed by a majority of not less than 75% of members who are entitled to vote and do vote in person or by proxy at the 18th Annual General Meeting.