

NOTICE OF TWENTY SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Second Annual General Meeting ("AGM") of Cheetah Holdings Berhad will be held at GREENS II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 27 November 2019 at 2.30 p.m. to transact the following business:-

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2019 and the Reports of Directors and Auditors thereon. | <i>Please refer to Note (1)</i> |
| 2. To approve the payment of a final single tier dividend of 0.4 sen per ordinary share for the financial year ended 30 June 2019. | <i>Resolution 1</i> |
| 3. To approve the payment of Directors' Fees from 28 November 2019 until the conclusion of the next AGM of the Company. | <i>Resolution 2</i> |
| 4. To approve the payment of Directors' benefits up to RM10,000.00 from 28 November 2019 until the conclusion of the next AGM of the Company. | <i>Resolution 3</i> |
| 5. To re-elect Madam Hor Ah Kuan as Director who is retiring by rotation pursuant to the Company's Constitution. | <i>Resolution 4</i> |
| 6. To re-elect Mr Gong Wooi Teik as Director who is retiring by rotation pursuant to the Company's Constitution. | <i>Resolution 5</i> |
| 7. To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | <i>Resolution 6</i> |

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modification(s), the following resolutions:-

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| <p>8. ORDINARY RESOLUTION
 RETENTION OF MR GONG WOUI TEIK AS INDEPENDENT DIRECTOR</p> <p>"THAT subject to the passing of Resolution 5, and in accordance with the Malaysian Code on Corporate Governance, Mr Gong Wooi Teik be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."</p> | <i>Resolution 7</i> |
| <p>9. ORDINARY RESOLUTION
 RETENTION OF MR CHONG JOCK PENG AS INDEPENDENT DIRECTOR</p> <p>"THAT in accordance with the Malaysian Code on Corporate Governance, Mr Chong Jock Peng be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."</p> | <i>Resolution 8</i> |
| <p>10. ORDINARY RESOLUTION
 AUTHORITY FOR DIRECTORS TO ISSUE SHARES</p> <p>"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby empowered to issue and allot new shares in the Company at any time, to such person or persons, 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 issued pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing and quotation of 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."</p> | <i>Resolution 9</i> |
| <p>11. SPECIAL RESOLUTION
 PROPOSED ADOPTION OF NEW CONSTITUTION</p> <p>"THAT the Company's existing Constitution (Memorandum and Articles of Association) be deleted in its entirety AND THAT the new Constitution as set out in the Circular to Shareholders dated 25 October 2019 be and is hereby approved and adopted as the new Constitution of the Company ("Proposed Adoption").</p> <p>THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things that are necessary and/or expedient to give full effect to the Proposed Adoption with full power to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."</p> | <i>Resolution 10</i> |
| 12. To transact any other business for which due notice shall have been given. | |

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the Twenty Second Annual General Meeting to be held on Wednesday, 27 November 2019, a final single tier dividend of 0.4 sen per ordinary share for the financial year ended 30 June 2019 will be paid on 24 December 2019 to Depositors registered in the Record of Depositors on 13 December 2019.

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

- a) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 13 December 2019 in respect of ordinary transfer; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

CHEETAH HOLDINGS BERHAD

TAN FONG SHIAN (MAICSA 7023187)

LIEW CHAK HOOI (MAICSA 7055965)

Secretaries

Kuala Lumpur

25 October 2019

Notes:

- (1) *The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, shall not be put forward for voting.*
- (2) *A member may appoint up to two (2) proxies to attend and vote at the same meeting, and that the appointment shall specify the proportions of his holdings 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 up to 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.*
- (4) *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 (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.*
- (5) *Only a depositor whose name appears in the Company's Record of Depositors as at 20 November 2019 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/her behalf.*
- (6) *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
- (7) *The original instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company at Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.*
- (8) *Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice of annual general meeting will be put to vote by poll.*
- (9) *The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.*

EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolutions 7 & 8

Mr Gong Wooi Teik ("Mr Gong") and Mr Chong Jock Peng ("Mr Chong"), who have served the Board as Independent Non-Executive Directors for a tenure of exceeding nine (9) years, will be retained as Independent Directors if the Ordinary Resolutions 7 & 8 are passed. The retention of Mr Gong as Independent Director is also subject to the passing of Resolution 5. The Board, having carried out an assessment on the independence of Mr Gong and Mr Chong respectively, had considered their tenure as Independent Directors of the Board and based on, among others, the following justifications, the Board recommends that Mr Gong and Mr Chong be retained as Independent Non-Executive Directors of the Company:-

- (i) They have confirmed and declared that they are Independent Directors as defined under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Securities;
- (ii) They do not have any conflict of interest with the Company and have not entered/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;
- (iii) They are currently not sitting on the board of any other public and/or private companies having conflicting business as that of the Company and its subsidiary companies; and
- (iv) They do not assist the Company in any operational matters of the Group.

Based on the assessment carried out, the Board is of the opinion that Mr Gong and Mr Chong are important Independent Non-Executive Directors of the Board in view of their many years on the Board with incumbent knowledge of the Company and the Group's activities and corporate history and have provided invaluable contributions to the Board in their role as Independent Non-Executive Directors.

Resolution 9

This proposed resolution, if passed, will renew the authority given to the Directors of the Company to issue and allot new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the number of shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The General Mandate procured and approved in the preceding year 2018 which was not exercised by the Company during the year, will expire at the forthcoming Twenty Second AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

Resolution 10

This proposed resolution, if passed, will align the Constitution of the Company with the Companies Act 2016 ("the Act") which came into force on 31 January 2017, the updated provisions of the Main Market Listing Requirements of Bursa Securities and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that arise from the Act and the Main Market Listing Requirements of Bursa Securities. For further information, please refer to the Circular to Shareholders dated 25 October 2019 despatched together with the Annual Report.