

NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 37th Annual General Meeting of Country View Berhad will be held at Rex Room, Level 6, Amari Johor Bahru, No. 82 C, Jalan Trus, 80000, Johor Bahru, Johor, Malaysia on Tuesday, 28 April 2020 at 10.00 am for the following purposes:-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 30 November 2019 together with the Reports of the Directors and Auditors thereon. [See Note 1]
2. To approve the payment of a sum totalling RM350,000.00 as Directors' fees for the financial year ended 30 November 2019. [Ordinary Resolution 1]
3. To approve the payment of a final single tier dividend of 5 sen per ordinary share for the financial year ended 30 November 2019. [Ordinary Resolution 2]
4. To re-elect the following Directors who are due to retire in accordance with Clause 132 of the Company's Constitution:
a) Mr Law Kit Tat [Ordinary Resolution 3]
b) Mr Choong Shiau Yoon [Ordinary Resolution 4]
5. To re-appoint Messrs BDO PLT as Auditors of the Company for the year ending 30 November 2020 and to authorise the Directors to fix their remuneration. [Ordinary Resolution 5]

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution:

6. ORDINARY RESOLUTION

PROPOSED RETENTION OF INDEPENDENT DIRECTOR

"THAT subject to the passing of Ordinary Resolution 4, Mr Choong Shiau Yoon who has served as an Independent Non-Executive Director for a cumulative term of more than 9 years be retained and remain as an Independent Director of the Company."

7. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016. [Ordinary Resolution 6]

By Order of the Board

Lee Wee Hee (MAICSA 0773340)

SSM Practicing Certificate No. 201908004010

Hung Siow Ping (MAICSA 7039825)

SSM Practicing Certificate No. 202008000534

Company Secretaries

31 March 2020

Notes:

1. The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
2. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
3. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
4. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
5. Where a member is an Authorised Nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy 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 securities account ("Omnibus Account") there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
6. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Registered Office of the Company situated at Suite 5.11 & 5.12, 5th Floor, Menara TJB, No. 9, Jalan Syed Mohd. Mufti, 80000 Johor Bahru, Johor not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
7. Subject to the Constitution, shareholders may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument to the following e-mail address proxyform@countryview.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
8. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
9. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 April 2020, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Statement Regarding Effect of Resolution Under Special Business:

10. Proposed Retention of Independent Director

The proposed Ordinary Resolution 6, if passed by way of a two tier voting process, will allow Mr Choong Shiau Yoon to be retained and continue acting as Independent Director to fulfil the requirements of Paragraph 3.04 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements and in line with the Practice No. 4.2 of the Malaysian Code of Corporate Governance 2017. The full details of the Board's justifications and recommendations for the retention of Mr Choong Shiau Yoon is set out on page 30 of the Board's Corporate Governance Overview Statement in the Annual Report 2019.

Voting by Poll

Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, all resolutions set out in this notice is to be voted by poll.